

AM GROUP HOLDINGS LIMITED

秀商時代控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1849)

Form of proxy for use by the shareholders of AM Group Holdings Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at York Hotel Singapore, 21 Mount Elizabeth, Singapore 228516 on Wednesday, 29 November 2023 at 2:00 p.m. (or any adjournment thereof).

I/We (Note a) _____ of _____
being the registered holder(s) of (Note b) _____ ordinary shares
of HK\$0.01 each of the Company (the “Shares”) hereby appoint the chairman of the Meeting or _____

of _____
to act as my/our proxy (Note c) at the Meeting to be held at York Hotel Singapore, 21 Mount Elizabeth, Singapore 228516 on Wednesday, 29 November 2023 at 2:00 p.m. or any adjournment thereof and to vote on my/our behalf as indicated below.

Please make a tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast (Note d).

Ordinary Resolutions		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 30 June 2023.		
2.	(a) To re-elect Ms. Teo Li Lian as an executive director of the Company.		
	(b) To re-elect Mr. Teo Kuo Liang as an executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 30 June 2024.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration.		
5.	To give a general mandate to the directors of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of the passing of this resolution (the “Issue Mandate”).*		
6.	To give a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution.*		
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the Meeting (the “Notice”), to extend the Issue Mandate by the number of Shares repurchased by the Company.*		
Special Resolution		For	Against
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company.*		

* For the full text of the proposed resolutions, please refer to the Notice as contained in the Company’s circular dated 27 October 2023.

Dated this _____ day of _____ 2023

Shareholder’s Signature(s) _____ (Notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions above, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the Notice.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish and in such event, the instrument appointing the proxy shall be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “Ordinance”).

The supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). The Company may transfer your and your proxy’s (or proxies’) name(s) and address(es) to its agent, contractor, or third party service provider who provides administrative, computer and other services to it for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.