

eBROKER GROUP LIMITED

電子交易集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8036)

(the “Company”)

Form of Proxy for use at the Extraordinary General Meeting to be held on Friday, 12 January 2024 (Hong Kong time)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of
HK\$0.001 each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE
EXTRAORDINARY GENERAL MEETING** ^(Note 3) or _____ of

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Shareholders to be held at Suites 1410-11, 14th Floor, North Tower, World Finance Centre, Harbour City, Kowloon Hong Kong on Friday, 12 January 2024 at 11:30 a.m. (Hong Kong time), for the purpose of considering and, if thought fit, passing the supermajority resolution as set out in the Notice of Extraordinary General Meeting as enclosed in the circular despatched by the Company on 19 December 2023 (the “Circular”) and at the Extraordinary General Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below:

Supermajority Resolution	FOR ^(Notes 4 and 9)	AGAINST ^(Notes 4 and 9)
To consider and approve the Proposed Amendments to the Articles of the Company as more particularly set out in the Circular, and the adoption of the Third Amended and Restated Memorandum and Articles of Association.		

Dated this _____ day of _____ 202__ Shareholder’s signature: _____ ^(Note 5)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.001 each in the share capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the Extraordinary General Meeting is preferred, please strike out the words “THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or” and insert the name and address of the proxy desired in the space provided. Any Shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Extraordinary General Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE SUPERMAJORITY RESOLUTION, PLEASE (“✓”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SUPERMAJORITY RESOLUTION, PLEASE (“✓”) TICK THE BOX MARKED “AGAINST”. Failure to tick either box in relation to the Supermajority Resolution will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than that referred to in the Notice convening the Extraordinary General Meeting or abstain.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be completed, signed and deposited at the Company’s branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (or any adjournment thereof) and in default, this form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending the Extraordinary General Meeting (or any adjournment thereof) and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if you so which, but in the event of your attending the Extraordinary General Meeting after having lodged this form of proxy, this form or proxy will be deemed to have been revoked.
8. The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.
9. The full text of the resolution appears in the Notice.