

Hyfusin Group Holdings Limited

凱富善集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8512)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of ^(Note 1) _____
being the holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of Hyfusin Group Holdings Limited (the “Company”) hereby appoint ^(Note 3) _____
of ^(Note 3) _____

or failing him/her, the chairman of the extraordinary general meeting (the “EGM”) as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at 3:00 p.m. on Tuesday, 23 April 2024 at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong, or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the EGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the EGM in such manner as he/she thinks fit.

	Special Resolution	For ^(Note 4)	Against ^(Note 4)
1.	(a) the sale and repurchase agreement dated 20 February 2024 (the “Share Buy-back Agreement”) entered into between Vibes Enterprises Company Limited (the “Vendor”) and the Company in relation to the proposed buy-back (the “Share Buy-back”) of 181,500,000 ordinary shares of par value HK\$0.01 each (the “Buy-back Shares”) in the issued share capital of the Company by the Company from the Vendor at the proposed total consideration of HK\$30,000,000 (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved; (b) the Share Buy-back and the transactions contemplated under the Share Buy-back Agreement be and are hereby approved; and (c) the directors of the Company (the “Directors”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Share Buy-back Agreement and the transactions contemplated thereunder (including but not limited to the cancellation of the Buy-back Shares).		

Date this _____ day of _____ 2024 Signature(s) ^(Notes 5 & 6) _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of EGM will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- If the appointor is a corporation, this form of proxy must be under its common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the EGM (i.e. before 3:00 p.m. on Sunday, 21 April 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.