

UNITAS HOLDINGS LIMITED

宏海控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

**Form of proxy for use at the annual general meeting to be held at Flat C, 16/F.,
MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong on Monday, 30 September 2024 at 11:00 a.m.
or any adjournment thereof (the “Annual General Meeting”)**

I/We ^(Note 1)

of _____

being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.01

each in the share capital of Unitas Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 4)

or _____

of _____

as my/our proxy to attend the Annual General Meeting (and any adjourned thereof) of the Company to be held at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong on Monday, 30 September 2024 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and any adjourned meeting) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2024;		
2.	To re-elect Ms. Ho Chiu Ha Maisy as an executive director of the Company;		
3.	To re-elect Mr. Lee Chi Keung Jim as an independent non-executive director of the Company;		
4.	To re-elect Mr. Siu Chi Yiu Kenny as an independent non-executive director of the Company;		
5.	To authorise the board of directors to fix the directors’ remuneration;		
6.	To re-appoint Mcmillian Woods (Hong Kong) CPA Limited as auditors and to authorise the board of directors to fix auditors’ remuneration;		
7.	To give a general mandate to the directors to repurchase the Company’s shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury shares) as at the date of passing of this resolution.		
8.	To give a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury shares) as at the date of passing of this resolution.		
9.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		
	SPECIAL RESOLUTION		
10.	To consider and approve the proposed amendments to the existing articles of association of the Company and to adopt the fourth amended and restated articles of association of the Company.		

Dated this _____ day of _____ 2024.

Signature ^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it, and the proxy need not be a member of the Company but must attend the Annual General meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING** or” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the Annual General Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast or abstain his/her votes at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
- All resolutions will be put to vote by way of poll at the Annual General Meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinaachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or the adjourned meeting.
- 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 of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- The description of each resolution herein is by way of summary only. The full text appears in the notice of the Annual General Meeting.