

BEXCELLENT GROUP HOLDINGS LIMITED

精英匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1775)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (“MEETING”) — 6 December 2019

I/We, ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of nominal value of HK\$0.01 each in the capital of BExcellent Group Holdings Limited (“Company”), HEREBY APPOINT ^(Note 3) **THE CHAIRMAN OF THE**

MEETING or _____

of _____

as my/our proxy to act for me/us on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Units 01-03 & 05-06, 12/F, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong on 6 December 2019 (Friday) at 10:30 a.m. for the purposes of, amongst others, considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting dated 31 October 2019 (“Meeting Notice”) and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below:

| | ORDINARY RESOLUTIONS | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----|---|-------------------------|-----------------------------|
| 1. | To receive, consider and adopt the audited financial statements and the reports of the directors (“Directors”) and the auditor of the Company and its subsidiaries for the year ended 31 July 2019. | | |
| 2. | (a) To declare a final dividend for the year ended 31 July 2019. | | |
| | (b) To declare a special dividend for the year ended 31 July 2019. | | |
| 3. | (a) To re-elect Dr. Shen Xu Hui as non-executive Director. | | |
| | (b) To re-elect Mr. Kwan Chi Hong as independent non-executive Director. | | |
| | (c) To re-elect Mr. Li Kai Sing as independent non-executive Director. | | |
| 4. | To authorise the board of Directors to fix the Directors’ remuneration for the year ending 31 July 2020. | | |
| 5. | To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix its remuneration. | | |
| 6. | To approve the general mandate to the Directors to allot and issue additional shares in the Company as set out in the Meeting Notice (“Issue Mandate”). | | |
| 7. | To approve the general mandate to the Directors to repurchase shares in the Company as set out in the Meeting Notice (“Repurchase Mandate”). | | |
| 8. | To approve the extension of the Issue Mandate by an amount representing the aggregate number of shares repurchased under the Repurchase Mandate as set out in the Meeting Notice. | | |

Signature ^(Note 5) _____
Shareholder(s)

Date: _____ 2019

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of nominal value of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSONS WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Meeting Notice.
- 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 under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), all votes of shareholders at a general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and the results of the poll must be announced in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PERSONAL INFORMATION COLLECTION STATEMENT

Your 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 of the Company (“Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized 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 Personal Data (Privacy) Ordinance (Cap.486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.