

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 TO BE HELD ON 19 DECEMBER 2023 (OR ANY ADJOURNED MEETING THEREOF) (“MEETING”)

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 Shop 3019, L3, D PARK, 398 Castle Peak Road, Tsuen Wan, Hong Kong on 19 December 2023 (Tuesday) at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting dated 16 November 2023 (“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 2023. | | |
| 2. | (a) To re-elect Mr. Tam Wai Lung as executive Director. | | |
| | (b) To re-elect Mr. Chan Tsz Ying, Wister as executive Director. | | |
| | (c) To re-elect Mr. Li Kai Sing as independent non-executive Director. | | |
| 3. | To authorise the board of Directors to fix the Directors’ remuneration for the year ending 31 July 2024. | | |
| 4. | To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix its remuneration. | | |
| 5. | 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”). | | |
| 6. | To approve the general mandate to the Directors to repurchase shares in the Company as set out in the Meeting Notice (“Repurchase Mandate”). | | |
| 7. | 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. | | |
| | SPECIAL RESOLUTION | FOR ^(Note 4) | AGAINST ^(Note 4) |
| 8. | To approve the proposed amendments to the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company and the adoption of the second amended and restated memorandum of association and the second amended and restated articles of association of the Company. | | |

Signature ^(Note 5) _____
Shareholder(s)

Date: _____ 2023

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 of the Meeting 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. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if the shareholder holds two or more shares) to attend and vote in his stead. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each proxy is so appointed. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Where there are joint registered holders of any share(s) in the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if such person was solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of 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(s) shall be accepted to the exclusion of the votes of the other joint holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish, and in such event, this form of proxy previously submitted by you shall be deemed to be revoked.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“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. An announcement on the poll results will be published by the Company after the Meeting in the manner prescribed under 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’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.