

CL GROUP (HOLDINGS) LIMITED

昌利（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

FORM OF PROXY

Form of proxy for use at the Annual General Meeting to be held at Room 16B, 16/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Thursday, 3 August 2023 at 2:30 p.m.

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the share capital of CL Group (Holdings) Limited (the “Company”), hereby appoint³ the Chairman of the meeting or _____
of _____
as my/our _____ proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Room 16B, 16/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Thursday, 3 August 2023 at 2:30 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS ⁴		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (“Directors”) and auditors of the Company and its subsidiary for the year ended 31 March 2023.		
2.	(A) (i) To re-elect Mr. Lau Kin Hon as executive director;		
	(ii) To re-elect Mr. Poon Wing Chuen as independent non-executive director; and		
	(iii) To re-elect Mr. Wang Rongqian as independent non-executive director;		
	(B) To authorise the board of directors to fix the directors remuneration.		
3.	To re-appoint Confucius International CPA Limited as auditors of the Company and authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue new shares.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company.		
6.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 4.		
SPECIAL RESOLUTION ⁹			
7.	To adopt the Amended and Restated Articles of Association.		

Dated this _____ day of _____ 2023 Signature⁵ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (2) Please insert the number of shares 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).
- (3) If any proxy other than the Chairman of the meeting is preferred, 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 shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- (4) Please refer to the notice of meeting for the full text of the resolution(s). **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box 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 above.
- (5) 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.
- (6) 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (7) To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a 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 less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
- (8) In order to qualify for attending the Meeting, the transfer books and Register of Members of the Company will be closed from Monday, 31 July 2023 to Thursday, 3 August 2023, both days inclusive. During which period no share transfers will be effected. All transfer documents, accompanied by the relevant share certificates, must be lodged with 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 for registration no later than 4:30 p.m. on Friday, 28 July 2023.
- (9) The full text of the resolutions is set out in the notice of the Meeting.
- (10) **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**