

BCI Group Holdings Limited

高門集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary share(s) of HK\$0.01 each in the share capital of BCI Group Holdings Limited 高門集團有限公司 (the “Company”) hereby appoint the chairman of the annual general meeting of the Company, or ⁽³⁾ _____ of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the “Meeting”) of the Company (and at any adjournment thereof) to be held at G/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 9 October 2019, at 11:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the independent auditors of the Company (the “Auditors”) for the year ended 31 May 2019.		
2.	(a) To re-elect Mr. Ng Shing Chun Ray as an executive Director; (b) To re-elect Mr. Li Lap Sun as an independent non-executive Director; and (c) To re-elect Mr. Ng Kwok Kei Sammy as an independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remunerations.		
4.	To re-appoint BDO Limited as the Auditors and to authorise the Board to fix their remuneration.		
5.	(A) To grant a general mandate to the Board to allot, issue and deal with new shares of the Company (the “Shares”) not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution. (B) To grant a general mandate to the Board to buy back Shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution. (C) To extend the general mandate to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares bought back by the Company.		

For the full text of the proposed resolutions, please refer to the notice convening the Meeting as contained in the Company’s circular dated 2 September 2019.

Dated: _____

Signature(s) ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:–

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. 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).
3. If you wish to appoint a proxy other than the chairman of the Meeting, please strike out “the chairman of the annual general meeting of the Company” and insert the name and address of the person you wish to appoint in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for any resolution, please indicate with a “√” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “√” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer, attorney or other person duly authorised.
7. 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 thereof must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.

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 (the ‘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 authorised 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 and any such request should be in writing by mail to Boardroom Share Registrars (HK) Limited at the above address.