

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 (“**Company**”) hereby appoint the chairman of the annual general meeting of the Company,
or ^(3&4) _____ of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (“**Meeting**”) (and at any adjournment thereof) to be held at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong on Monday, 14 November 2022 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 Meeting (“**Notice**”) contained in the circular of the Company dated 20 October 2022 (“**Circular**”) as indicated below or if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR ⁽⁶⁾	AGAINST ⁽⁶⁾
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“ Directors ”) and the auditor of the Company (“ Auditor ”) for the year ended 31 May 2022		
2.	(a) To re-elect Mr. Ng Shing Chun Ray as an executive Director		
	(b) To re-elect Ms. Lui Lok Yan as an executive Director		
	(c) To re-elect Mr. Pong Chun Yu as an independent non-executive Director		
	(d) To authorise the board of Directors (“ Board ”) to fix the Directors’ remunerations		
3.	To re-appoint BDO Limited as the Auditor for the year ended 31 May 2023 and to authorise the Board to fix its remuneration		
4.	To grant an unconditional mandate to the Directors to issue additional shares ⁽⁵⁾		
5.	To grant an unconditional mandate to the Directors to repurchase shares of the Company ⁽⁵⁾		
6.	To extend the general mandate granted to the Directors in ordinary resolution no. 4 by adding the aggregate number of the shares repurchased by the Company ⁽⁵⁾		
7.	To approve and adopt the share consolidation ⁽⁵⁾		
SPECIAL RESOLUTIONS			
8.	To approve and adopt the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company ⁽⁵⁾		
9.	To approve the change of name of the Company ⁽⁵⁾		

For the full text of the proposed resolutions, please refer to the Notice as contained in the Circular.

Dated: _____ Signature⁽⁷⁾ _____

Notes:

- Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each 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 in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please delete the words “the chairman of the annual general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided.
- Any shareholder who is the holder of two or more shares and who is entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company, but must attend the Meeting in person to represent you.
- The description of this resolution is by way of summary only. The full text appears in the Notice.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete either box will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the 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 or other person duly authorised.
- If more than one of the joint holders are present at the Meeting personally or by proxy, 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 alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. at 11:00 a.m., on 12 November 2022) and any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Share Registrars of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.