



PERFECT GROUP

保發集團

PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED

保發集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3326)

WHITE FORM OF PROXY

**FOR USE AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD AT 10:30 A.M. (OR AS SOON AS PRACTICABLE AFTER
THE CONCLUSION OR ADJOURNMENT OF THE COURT MEETING)
ON MONDAY, 13 OCTOBER 2025 (HONG KONG TIME)
(OR ANY ADJOURNMENT THEREOF)**

White form of proxy for use at the extraordinary general meeting (or any adjournment thereof) (the “EGM”) of the holders of ordinary shares having a par value of HK\$0.003333333333 each in the share capital of Perfect Group International Holdings Limited (the “Company”).

I/We, ^(Note 1) _____
of _____
being registered shareholder(s) of _____ ordinary shares ^(Note 2)
having a par value of HK\$0.003333333333 each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE EGM** ^(Note 3)
or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the EGM (or at any adjournment thereof) to be held at The Garden Rooms (Narcissus Room), 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. (or as soon as practicable after the conclusion or adjournment of the Court Meeting) on Monday, 13 October 2025 (Hong Kong time) for the purpose of considering and, if thought fit, approving the resolutions set out in the notice dated 18 September 2025 convening the EGM (the “EGM Notice”) and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the resolutions as indicated below ^(Note 4), or if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution(s) that may properly come before the EGM and/or any adjournment thereof.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	“THAT: (A) the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “Scheme”) as set out in the composite scheme document dated 18 September 2025 (the “Scheme Document”) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairperson of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands be and hereby is approved; and (B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme Document), the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme Document).”		

ORDINARY RESOLUTION		For <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
2.	“THAT: (A) subject to and forthwith upon such reduction of capital referred to in resolution no. 1(B) taking effect, the share capital of the Company will be increased to its former amount by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror (as defined in the Scheme Document), and the directors of the Company be and are hereby authorised to allot and issue the same accordingly; (B) any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme or the reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose; and (C) any of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the Shares.”		

Dated this _____ day of _____ 2025

Shareholder's signature *(Notes 5 and 6)*: _____

Contact Phone Number: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of ordinary Shares registered in your name(s) and to which this **white** form of proxy relates. If no number is inserted, this **white** form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Your proxy need not be a member of the Company, but must attend the EGM in person to represent you. If any proxy other than the Chairman of the EGM is preferred, strike out the words “THE CHAIRMAN OF THE EGM or” and insert the name and address of the proxy desired in the space provided. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS WHITE FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS SET OUT ABOVE, PLEASE (“/”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS SET OUT ABOVE, PLEASE (“/”) TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE SOME OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION AND SOME OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION, PLEASE INSERT IN THE BOX MARKED “FOR” THE NUMBER OF SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTION, AS APPLICABLE, AND PLEASE INSERT IN THE BOX MARKED “AGAINST” THE NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION, AS APPLICABLE.** Failure to tick either box will entitle your proxy to cast his/her vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution or motion properly put to the EGM other than those referred to in the EGM Notice or abstain.
5. This **white** form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
6. To be valid, this **white** form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 10:30 a.m. on Saturday, 11 October 2025 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned EGM. Completion and return of this **white** form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) in person if you so wish, but in such event, this **white** form of proxy will be deemed to have been revoked by operation of law.
7. Where there are joint registered holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled here to, but if more than one of such joint holders be present at the EGM the vote of the senior holder 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. Voting on all resolutions set out in the Notice will be decided by way of a poll at the EGM.
9. Capitalised terms used herein but not otherwise defined shall have the same meaning ascribed to them in the composite scheme document dated 18 September 2025 of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**PDPO**”). The supply of your and your proxy's Personal Data is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions. Your and your proxy's Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for your verification and record purposes. By providing your proxy's Personal Data in this **white** form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this **white** form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Hong Kong Privacy Officer of the Company's branch share registrar in Hong Kong, Union Registrars Limited, Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.