



# M&L HOLDINGS GROUP LIMITED

## 明樑控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8152)

### Form of Proxy for Extraordinary General Meeting

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ ordinary shares  
of HK\$0.01 each in the share capital of M&L Holdings Group Limited (the “Company”) hereby appoint the chairman of the meeting,  
or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the “**Extraordinary General Meeting**”) (and at any adjournment thereof) of the Company to be held at Room 302, 3/F, First Commercial Building, 33–35 Leighton Road, Causeway Bay, Hong Kong on Thursday, 16 January 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice of the Extraordinary General Meeting (the “**Notice**”) contained in the circular of the Company dated 24 December 2024 (the “**Circular**”) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder and to authorise any one of the directors of the Company to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to the aforesaid		
2.	To approve, confirm and ratify the Acquisition Agreement and the transactions contemplated thereunder and to authorise any one of the directors of the Company to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as they consider necessary, appropriate, desirable or expedient to give effect to the aforesaid		

# The full text of above resolution is set out in the notice of the Extraordinary General Meeting dated 24 December 2024.

Dated: \_\_\_\_\_

Signature<sup>(5)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (the “**Shares**”) 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 strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf. 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. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALISED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- 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.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- 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 certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Extraordinary General Meeting or at any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting if you so wish. In such event, the form of proxy shall be deemed to be revoked.

#### 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**”). Your supply of information on yourself and your proxy 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 Extraordinary General Meeting. Your Personal Data will not be transferred to any third parties (other than the share registrars, agent, contractor of the Company or any third party service provider who provides administrative, computer and other services to the Company for use in connection with your request for the appointment of a proxy and your voting instructions for the Extraordinary General Meeting) 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 correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing by mail to the Company’s Hong Kong branch share registrar at Tricor Investor Services Limited 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.