

GOLDEN FAITH GROUP HOLDINGS LIMITED

高豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2863)

SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING

This Second Form of Proxy is for use by shareholders of Golden Faith Group Holdings Limited (the “Company”) at the annual general meeting of the Company to be held at 15/F., Honest Building, 9-11 Leighton Road, Causeway Bay, Hong Kong, on Tuesday, 28 March 2023 at 11:00 a.m. or at any adjournment thereof (the “AGM”).

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of a nominal or par value of HK\$0.01 each in the share capital of the Company hereby appoint _____ of or failing him/her, the chairman of the AGM ^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the AGM as directed below or, if no such direction is given, as my/our proxy shall think fit.

Please indicate with a “✓” in the appropriate boxes how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements, the Directors’ report and the independent auditor’s report of the Company for the year ended 30 September 2022.		
2.	(i) (a) To re-elect Mr. Yung On Wah as a non-executive Director.		
	(b) To re-elect Ms. Wong Cheuk Wai Helena as a non-executive Director.		
	(c) To re-elect Mr. Chan Wing Fai as an independent non-executive Director.		
	(ii) To authorise the board of Directors to fix the Directors’ remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix its 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.*		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased.*		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the current memorandum and articles of association of the Company.**		

Dated: _____

Signature of Shareholder(s) ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of share(s) registered in your name(s) to which this Second Form of Proxy relates. If no number is inserted, this Second Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the AGM is preferred, please delete the words “or failing him/her, the chairman of the AGM” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than the resolutions referred to in the notice of AGM.
5. This Second 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 executed under its Common Seal or under the hand of an officer or attorney or other person duly authorised.
6. Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose names any share stands shall be deemed joint holders thereof.
7. To be valid, this Second Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof and in default thereof this Second Form of Proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
8. A shareholder entitled to attend and vote at the AGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
9. Completion and delivery of this Second Form of Proxy will not preclude you from attending and voting in person at the AGM if you so wish, and in such event, the form of proxy shall be deemed to be revoked.
10. A shareholder who has not yet lodged the first proxy form despatched with the circular of the Company dated 13 January 2023 (the “**First Proxy Form**”) with the Company’s Hong Kong share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s Hong Kong share registrar.
11. A shareholder who has already lodged the First Proxy Form with the Company’s Hong Kong share registrar should note that:
 - (a) If no Second Proxy Form is lodged with the Company’s Hong Kong share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the proposed amendments to the memorandum and articles of association of the Company as set out in the supplemental circular of the Company dated 7 March 2023) except for the resolution to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - (b) If the Second Proxy Form is lodged with the Company’s Hong Kong share registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
 - (c) If the Second Proxy Form is lodged with the Company’s Hong Kong share registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company’s Hong Kong share registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s Hong Kong share registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

* *Full text of the resolutions is set out in the notice of AGM which is contained in the circular of the Company dated 13 January 2023 and despatched to the shareholders of the Company together with the Form of Proxy.*

** *Full text of the resolution is set out in the supplemental notice of AGM which is contained in the supplemental circular of the Company dated 7 March 2023 and despatched to the shareholders of the Company together with this Second Form of Proxy.*

This Second Form of Proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

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 authorized 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.