

# StarGlory Holdings Company Limited

## 榮暉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

### FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING OF STARGLORY HOLDINGS COMPANY LIMITED (THE "COMPANY") TO BE HELD ON FRIDAY, 7 JANUARY 2022 AT 11:00 A.M. AT 2/F, J PLUS, 35-45B BONHAM STRAND, SHEUNG WAN, HONG KONG (AND ANY ADJOURNMENT THEREOF) (THE "EGM")

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.01 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE EGM**<sup>(3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy, to attend and act for me/us and on my/our behalf at the EGM<sup>(4)</sup> for the purpose of considering and, if thought fit, passing the resolution to be put to the EGM as set out in the notice of the EGM dated 21 December 2021 (the "**Resolution**") and at the EGM to vote on behalf of me/us and in my/our name(s) in respect of such Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolution	For <sup>(5)</sup>	Against <sup>(5)</sup>
1.	<p><b>"THAT</b> subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective, with effect from one clear business day after the date on which this resolution is passed:</p> <p>(a) every eight (8) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.08 each (each a "<b>Consolidated Share</b>") in the share capital of the Company (the "<b>Share Consolidation</b>") ;</p> <p>(b) all the Consolidated Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;</p> <p>(c) any fractional Consolidated Share resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the "<b>Directors</b>", each a "<b>Director</b>") may think fit; and</p> <p>(d) any one Director and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing."</p>		

Dated this \_\_\_\_\_ day of 2021/2022\* Signature(s)<sup>(6, 7 and 8)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the EGM or" and insert the name and address of the proxy in the space provided. If no amendment is made, the Chairman of the EGM shall be deemed to have been appointed as your proxy. The proxy appointed by you need not be a member of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. If you attend and vote at the EGM, the authority given to your proxy by this form of proxy will be revoked.
- IMPORTANT: If you wish to vote for a resolution, please put a tick in the relevant box under "For". If you wish to vote against a resolution, please put a tick in the relevant box under "Against". If no direction is given as to how the proxy shall vote on any particular resolution, your proxy will be entitled to exercise his/her discretion as to whether he/she votes and, if so, how. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may in his/her absolute discretion consider appropriate) in respect of any business which might arise at the EGM.**
- In order to be valid, this form of proxy accompanied by a power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of the other joint holders(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 respect of such joint holding.
- 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 executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised to sign the same.
- Shareholders are strongly encouraged to note the COVID-19 precautionary measures and special arrangements to be implemented at the EGM which are set out in the section headed "Precautionary Measures for the EGM" in the Company's circular dated 21 December 2021 and that no corporate gift or refreshment will be distributed. Shareholders are strongly encouraged to appoint the Chairman of the EGM as their proxy and submit their form of proxy as early as possible.

**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 EGM (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, share registrar, 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 (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited.

\* Please delete as appropriate