



**ARES ASIA LIMITED**  
**安域亞洲有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 10 NOVEMBER 2022**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of HK\$0.01 each in the capital of Ares Asia Limited (the "Company")  
hereby appoint the Chairman of the meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us at the annual general meeting of the Company (the "AGM") to be held at 3:00 p.m. on Thursday, 10 November 2022 at Unit No. 9608, Level 96, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and at any adjournment thereof on the undermentioned resolutions:

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
1. To resolve, confirm, approve and ratify the AGM is the annual general meeting of the Company for the year of 2021 and for the year of 2022.		
2. 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 31 March 2021.		
3. 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 31 March 2022.		
4. (A) To re-elect Mr. LAI Yi-Chun (also known as Robert LAI) as an executive director of the Company.		
(B) To re-elect Mr. LUO Xiao as an executive director of the Company.		
(C) To re-elect Mr. CHANG Jesse as an independent non-executive director of the Company.		
(D) To re-elect Mr. LIU Ji as an independent non-executive director of the Company.		
(E) To re-elect Mr. YEUNG Kin Bond, Sydney who has served the Company for more than nine years as an independent non-executive director of the Company.		
(F) To ratify the directors' remuneration for the years ended 31 March 2021 and 31 March 2022.		
(G) To authorise the board of directors of the Company (the "Board") to fix the directors' remuneration.		
5. To re-appoint Moore Stephens CPA Limited as auditor of the Company, to ratify the remuneration of Moore Stephens CPA Limited for services for the years ended 31 March 2021 and 31 March 2022 and to authorise the Board to fix their remuneration.		
6(A). To grant a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company.		
6(B). To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of total number of issued shares of the Company.		
6(C). To extend the general mandate granted to the directors of the Company to issue shares of the Company by adding the number of shares repurchased.		
<b>SPECIAL RESOLUTION</b>	<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
7. To approve the proposed amendments to the existing bye-laws of the Company and the adoption of the amended and restated bye-laws of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

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

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of 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 is preferred, strike out "The Chairman of the meeting or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- 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 duly authorised.
- Any member of the Company (the "Member") entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Member.
- In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, 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 holding the AGM or adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM convened and in such event, the form of proxy will be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM the vote of the senior 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.
- The full text of Resolutions 1-7 are set out in the notice convening the AGM.