



中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

Form of Proxy for use at the Annual General Meeting to be held on Thursday, 2 June 2022

I/We (Note 1) _____
of _____

being the registered holder(s) of _____ shares (Note 2) of HK\$0.01 each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3) as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Unit 1801-2, 18/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong on Thursday, 2 June 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2021.		
2.	To re-elect Mr Yu Qingrui as an executive director of the Company.		
3.	To re-elect Mr Kwok Chi Kwong as an independent executive director of the Company.		
4.	To re-elect Mr Liu Hongwei as an independent non-executive director of the Company.		
5.	To authorize the board of directors of the Company to appoint additional directors as and when the board considers necessary and appropriate.		
6.	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
7.	To re-appoint Moore Stephens CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix auditors' remuneration.		
8.	To grant a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution (the “ Buyback Mandate ”).		
9.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution (the “ Issuance Mandate ”).		
10.	Conditional upon the passing of resolutions nos. 8 and 9, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding the number of shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.		
11.	To refresh the scheme mandate limit under the existing share option scheme of the Company up to 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		

Dated this _____ day of _____ 2022.

Signature (Note 7): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. **The Company reminds the Shareholders who wish to exercise his/her/its voting rights that they must appoint the Chairman of the meeting as his/her/its proxy to vote on the relevant resolutions at the meeting.**
4. **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/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
6. This 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.
7. In the 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 respect of the joint holding.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding this meeting (i.e. not later than 10:00 a.m., Tuesday, 31 May 2022) or any adjourned meeting.
9. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
10. References to time and dates in this form of proxy refer to Hong Kong time and dates.

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 (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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for the attention of Privacy Compliance Officer.