



中國恒泰 CHINA APEX

China Apex Group Limited 中國恒泰集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 NOVEMBER 2023 OR ANY ADJOURNMENT THEREOF

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of
HK\$0.01 each in the issued share capital of China Apex Group Limited (the "Company") hereby appoint the Chairman of the meeting ^(Note 3)
or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting of the Company (the "EGM") to be held at The Boardroom, Lobby Level, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 29 November 2023 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions set out in the notice convening the EGM and at the EGM (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	THAT the grant of 33,465,888 share options to Yip Siu Lun Dave, an executive director of the Company, entitling him to subscribe for 33,465,888 ordinary shares of HK\$0.01 each in the share capital of the Company ("Share(s)") at an exercise price of HK\$1.09 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 9 November 2023 (the "Circular")) under and pursuant to the share option scheme of the Company adopted by a resolution of the shareholders of the Company on 30 May 2023 (the "Share Option Scheme") and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, THAT the board of Directors of the Company ("Board") be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the above-mentioned share options to Yip Siu Lun Dave and the issue of the Shares upon the exercise of such share options by him, and THAT any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.		
2.	THAT the grant of 16,732,944 share options to Lin Sunning, a senior management of the Company, entitling him to subscribe for 16,732,944 Shares at an exercise price of HK\$1.09 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, THAT the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the above-mentioned share options to Lin Sunning and the issue of the Shares upon the exercise of such share options by him, and THAT any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.		

Date: _____ 2023

Signature(s)^(Note 5) _____

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 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 entitled to attend and vote at the EGM may appoint more than one proxy to attend and on a poll, vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class 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 INITIALED 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 EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so 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 (i.e. no later than 11:00 a.m. on 27 November 2023) before the time fixed for holding the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

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 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 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 Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for the attention of Privacy Compliance Officer.