



**GRAND TALENTS GROUP HOLDINGS LIMITED**  
**廣駿集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 8516)

Number of shares to which this form of proxy relates <small>(Note 1)</small>	
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**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON FRIDAY, 24 DECEMBER 2021**

I/We (Note 2) \_\_\_\_\_

of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Grand Talents Group Holdings 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 (the “EGM”) of  
the Company to be held at Function Room, 1/F, Xi Hotel, 7-9 Minden Avenue, Tsimshatsui, Kowloon, Hong Kong on Friday, 24 December 2021  
at 14:00 (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast (Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	<p>“<b>THAT</b> subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “<b>Stock Exchange</b>”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from one clear business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:</p> <p>(a) every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.10 each (each a “<b>Consolidated Share</b>”), and such Consolidated Share(s) 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 articles of association and bye-laws of the Company (the “<b>Share Consolidation</b>”);</p> <p>(b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “<b>Director(s)</b>”) may think fit; and</p> <p>(c) any Director be and is hereby authorised to do all such acts, deeds and things and to effect all necessary actions as he/she may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”</p>		
2.	<p>“<b>THAT</b> subject to the passing of resolution 1 as set out in the notice of the EGM,</p> <p>(a) the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 divided into 100,000,000 Consolidated Shares to HK\$20,000,000 divided into 200,000,000 Consolidated Shares by the creation of additional 100,000,000 new Consolidated Shares (the “<b>Increase in Authorised Share Capital</b>”); and</p> <p>(b) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Increase in Authorised Share Capital.”</p>		

ORDINARY RESOLUTIONS	FOR	AGAINST
<p>3. <b>“THAT</b> subject to the passing of resolutions 1 and 2 as set out in the notice of the EGM,</p> <p>(a) the placing agreement dated 24 November 2021 (as amended by the supplemental placing agreement dated 26 November 2021) (the <b>“Placing Agreement”</b>), (a copy of which is produced to the EGM and signed by the chairman of the EGM for identification purpose), entered into between the Company as issuer and Lego Securities Limited (<b>“Lego Securities”</b>) as placing agent in relation to the placing of up to 57,100,000 new ordinary shares of HK\$0.10 each (the <b>“Placing Shares”</b>) in the share capital of the Company at the placing price of HK\$0.535 per Placing Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) conditional upon, among other things, the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares, any one Director be and is hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions set out in the Placing Agreement. This specific mandate so granted is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company at, before or after the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Placing Agreement, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto (including without limitation the allotment and issue of the Placing Shares pursuant thereto), to agree to such variations, amendments or waivers to or of any of the provisions of the Placing Agreement and all documents ancillary or incidental thereto as are, in the opinion of such Director, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution.”</p>		

Date: \_\_\_\_\_ 2021

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

**Notes:**

- Please insert the number of shares to which this form of proxy relates. 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 more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy represent him and vote on his behalf at the EGM. A proxy does not need to be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- When there are joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such holders be present at any meeting personally or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- 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 notarially certified copy thereof, must be deposited at the Company’s branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be).
- Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM if you so wish.
- References to time and dates in this form of proxy are 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 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 for use in connection with the Purposes 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. 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 Tricor Investor Services Limited at the above address.