



Khoon Group Limited

坤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 924)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____
ordinary shares of HK\$0.01 each in the capital of Khoon Group Limited (the “Company”), HEREBY APPOINT ^{note 3} THE CHAIRMAN OF THE MEETING,
or _____
of _____
as my/our proxy to attend for me/us and on my/our behalf at the annual general meeting (and at any adjournment thereof) of the Company to be held at 3:00 p.m. on Wednesday, 11 December 2024 at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the “Notice”) convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR ^{note 4}	AGAINST ^{note 4}
1.	To receive, consider and adopt the audited financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 30 June 2024.		
2.	(A) To re-elect Mr. Ang Kok Kwang (Hong Guoguang) as an executive director of the Company.		
	(B) To re-elect Ms. Leung Wing Chi Kylie as an independent non-executive director of the Company.		
	(C) To authorise the board of directors of the Company to fix the directors’ remuneration.		
3.	To re-appoint RSM Hong Kong as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	(A) To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with additional shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any).		
	(B) 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 (excluding treasury shares, if any).		
	(C) Conditional upon the passing of resolutions nos. 4(A) and 4(B), to extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased.		
SPECIAL RESOLUTION			
5.	To consider and approve the proposed amendments to the second amended and restated memorandum and articles of association of the Company and approve the adoption of the third amended and restated memorandum and articles of association of the Company and the transactions contemplated thereunder.		

* Please refer to the Notice for the full text of the resolutions.

Date: _____

Signature(s)^{notes 5}: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the 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 any proxy other than the chairman is preferred, please strike out “**THE CHAIRMAN OF THE MEETING, or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any shareholder of the Company (“Shareholder”) entitled to attend and vote at a meeting of the Company shall be 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 of the Company may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.
- This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form of proxy proposes to vote, and in default this form of proxy shall not be treated as valid. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholder in respect of such share of the Company shall alone be entitled to vote in respect thereof.

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 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 the Company/Boardroom Share Registrars (HK) Limited at the above address.