

Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

FORM OF PROXY

Form of proxy for use at the annual general meeting
to be held on Friday, 16 June 2023 at 9:30 a.m. (or any adjournment thereof)

I/We (Note 1) _____

of _____

being the registered holder(s) of _____ share(s) (Note 2) of HK\$0.01 each in the share capital of Classified Group (Holdings) Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY** (the "Meeting") or (Note 3) _____

of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 2/F., Cheung Tak Industrial Building, 30 Wong Chuk Hang Road, Wong Chuk Hang, Hong Kong on Friday, 16 June 2023 at 9:30 a.m. or any adjournment thereof, for the purpose of considering, if thought fit, passing with or without modifications, the proposed resolutions as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolutions properly put to the Meeting.

Please tick "✓" in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the Company's directors (the "Directors") and the independent auditors of the Company for the year ended 31 December 2022		
2.	To re-elect Dr. CHAN Kin Keung Eugene as an independent non-executive Director		
3.	To re-elect Mr. NG Chun Fai Frank as an independent non-executive Director		
4.	To authorise the board of Directors (the "Board") to fix the remuneration of Directors		
5.	To re-appoint BDO Limited as the Company's independent auditors and authorise the Board to fix their remuneration		
6.	To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of this resolution		
7.	To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of this resolution		
8.	Conditional on the passing of resolutions number 6 and 7 above, to extend the general mandate granted by resolution number 6 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution number 7		
SPECIAL RESOLUTION			
9.	To consider and approve the amendments to the amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company		

Dated this _____ day of _____, 2023

Signature(s) (Note 5) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.01 each in the share capital 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).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF THE COMPANY** (the "Meeting") or" and insert the name and address of the proxy appointed in the space provided. A proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" OPPOSITE TO SUCH PROPOSED RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" OPPOSITE TO SUCH PROPOSED RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to abstain from voting or cast your vote at his/her discretion in respect of that particular resolution. Your proxy will also be entitled to abstain from voting or vote at his/her discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those set out in the notice convening the Meeting.
- The form of proxy must be signed by a registered shareholder, or his/her attorney duly authorised in writing, or if the registered shareholder is a corporation, either executed under its common seal or under the hand of an officer, attorney or other person so authorised.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether personally or by proxy, will 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.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- ANY ALTERATION MADE TO THIS FORM OF PROXY SHOULD BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) if you wish, and in such event, the instrument appointing the proxy will be deemed to have been revoked.