

HIFOOD GROUP HOLDINGS CO., LIMITED

海福德集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 18 AUGUST 2022 FORM OF PROXY

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.005 each
(the “Share”) in the capital of Hifood Group Holdings Co., Limited (the “Company”), hereby appoint the chairman of the Meeting
or ^(Note 3) _____
of _____
as my/our proxy ^(Note 4) to act for me/us at the annual general meeting (the “Meeting”) of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 18 August 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and independent auditor of the Company for the year ended 31 March 2022.		
2.	(A) To re-elect Dr. So Shu Fai as an executive Director.		
	(B) To re-elect Mr. Chan Wai Dune as a non-executive Director.		
	(C) To re-elect Mr. Yau Pak Yue as an independent non-executive Director.		
	(D) To re-elect Mr. Chung Wai Man as an independent non-executive Director.		
3.	To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint the auditor of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company.		
5.	(A) To grant an unconditional general mandate to the Directors to issue, allot and otherwise deal in shares not exceeding 20% of the number of issued shares of the Company ^(Note 6) ;		
	(B) To grant an unconditional general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company ^(Note 6) ; and		
	(C) To extend, conditional upon the passing of resolutions 5(A) and 5(B), the mandate granted to the Directors under resolution 5(A) by adding thereto the number of Shares repurchased under resolution 5(B) ^(Note 6) .		
SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
6.	To approve and adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, and to authorise any Director and the company secretary of the Company to do all such acts and things to implement and give effect to the adoption of the second amended and restated memorandum and articles of association of the Company ^(Note 6) .		
7.	To approve the proposed change of company name ^(Note 6) .		

Signed this _____ day of _____ 2022 Shareholder’s signature ^(Notes 7 & 8): _____

Notes:

- Full name(s) and address(es) to 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). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the duly appointed Chairman of the Meeting will set as your proxy.
- A proxy need not be the Chairman of the Meeting. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “/” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) 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 that referred to in the notice convening the Meeting.**
- The full text of these resolutions appear in the notice of the Meeting dated 20 July 2022.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the transfer office of the Company’s Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the proxy form will be completed and returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be completed and returned on or after 15 August 2022), as soon as possible but in any event not less than 48 hours before (i.e. Tuesday, 16 August 2022 at 10:30 a.m.) the time appointed for the holding of the Meeting or any adjournment thereof. 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 should you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company’s share registrar.