

# Pizu Group Holdings Limited

## 比優集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8053)

### Form of Proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares  
of HK\$0.01 each of the above named Company HEREBY APPOINT <sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the Meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Flat A, 11/F., Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong on Monday, 2 September 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2019;		
2.	To declare the final dividend of HK\$0.01 per share for the year ended 31 March 2019;		
3.	(a) To re-elect retiring directors:		
	(i) To re-elect Mr. Xiong Zeke		
	(ii) To re-elect Mr. Liu Fali		
	(iii) To re-elect Mr. Ma Gangling		
	(iv) To re-elect Ms. Ma Ye		
(b) To authorise the board of directors to fix the remuneration of the directors;			
4.	To re-appoint BDO Limited as the Company's auditors and to authorise the board of directors to fix their remuneration;		
5.	Ordinary Resolution on item 5 of the notice of Annual General Meeting (to grant a general mandate to the directors to allot and issue new shares);		
6.	Ordinary Resolution on item 6 of the notice of Annual General Meeting (to grant a general mandate to the directors to repurchase shares of the Company); and		
7.	Ordinary Resolution on item 7 of the notice of Annual General Meeting (to extend a general mandate to the directors to issue new shares).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signed <sup>5</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" 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 WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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 common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
7. In the case of 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/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that 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 to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.