時代集團控股有限公司
SITOY GROUP HOLDINGS LTD.

# SITOY GROUP HOLDINGS LIMITED
# 時代集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1023)**

## PROXY FORM

**Proxy form for use by shareholders at the annual general meeting (the "Annual General Meeting") of Sitoy Group Holdings Limited (the "Company") convened at 10:30 a.m. on Monday, 16 November 2026 (or any adjournment thereof)**

I/We *(note 1)* _____
of _____
being the registered holder(s) of _____ shares *(note 2)* (the "**Share(s)**") of HK$0.10 each in the share capital of the Company, hereby appoint the Chairman of the Annual General Meeting or *(note 3)* _____
of _____
or failing him _____ of _____
to act as my/our proxy *(note 4)* at the Annual General Meeting of the Company to be held at 7/F, Sitoy Tower, 164 Wai Yip Street, Kwun Tong, Hong Kong on Monday, 16 November 2026 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as indicated below.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(note 5)*.

| | Ordinary Resolutions | For | Against |
|---|---|---|---|
| 1. | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the "**Director(s)**") and the independent auditors' report of the Company for the year ended 30 June 2026 | | |
| 2. | To declare a special dividend of HK2 cents per Share for the year ended 30 June 2026 | | |
| 3. | (a) To re-elect the following Directors, each as separate resolution: | | |
| | (i) Mr. Yeung Andrew Kin as executive Director | | |
| | (ii) Mr. Yeung Chi Tat as independent non-executive Director | | |
| | (iii) Ms. So Sze Wan, Lisa as independent non-executive Director | | |
| | (b) To authorise the board (the "**Board**") of Directors to fix the Directors' remuneration | | |
| 4. | To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration | | |
| 5. | (1) To grant a general and unconditional mandate to the Directors to repurchase Shares in the Company not exceeding 10% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution* | | |
| | (2) To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal with additional Shares and sell or transfer Shares out of the treasury that are held as Treasury Shares in the Company not exceeding 20% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution* | | |
| | (3) Conditional upon resolutions Nos. 5(1) and 5(2) being passed, the general and unconditional mandate granted to the Directors to allot, issue or otherwise deal with additional Shares and sell or transfer Shares out of the treasury that are held as Treasury Shares in the Company pursuant to resolution No. 5(2) be extended by the addition thereto of the number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5(1)* | | |

Date _____ Signature *(note 6)* _____

*Notes:*

1. Full name(s) and address(es) to 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 the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Annual General Meeting or" and insert the name and address of the proxy desired in the space provided. **IF YOU DO NOT STRIKE OUT THE WORDS "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OR" AND YOUR PROXY HAS NOT ATTENDED THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF) OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. Any member entitled to attend and vote at the Annual General Meeting (or any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint more than one proxy (if the member is the holder of two or more Shares) to attend in his stead at the Annual General Meeting (or any adjournment thereof). A proxy need not be a member of the Company but must attend the Annual General Meeting (or any adjournment thereof) in person to represent you.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✔") THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("✔") THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting (or any adjournment thereof) other than those referred to in the notice convening the Annual General Meeting.
6. This proxy form 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 or attorney duly authorised.
7. Where there are joint registered holders of Shares, any one of such persons may vote at the Annual General Meeting (or any adjournment thereof), 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 Annual General Meeting (or any adjournment thereof) personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
8. To be valid, this proxy form, 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 Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong (the "**Hong Kong Branch Share Registrar**") at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
9. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

*i. "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**").*

*ii. 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 proxy form.*

*iii. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, the Hong Kong Branch 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.*

*iv. 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 Manager of the Hong Kong Branch Share Registrar (address as stated in note 8 above).*

* The full text of the resolutions is set out in the notice of Annual General Meeting.