



KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED

京基金融國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01468)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING HELD ON 8 MARCH 2024

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each in the capital of the Company
hereby appoint the Chairman of the Meeting, or ⁽³⁾ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (and at any adjournment thereof) to be held at 10/F, Kconnect, 303 Jaffe Road, Wan Chai, Hong Kong on Friday, 8 March 2024, at 4:00 p.m. and to vote in respect of the following resolutions as indicated:

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	THAT the “General Mandate” as defined in the Company’s circular dated 28 July 2023 (the “ 2023 AGM Circular ”) granted by the shareholders of the Company (the “ Shareholders ”) to the directors of the Company (the “ Directors ”) at the annual general meeting of the Company held on 7 September 2023 (“ 2023 AGM ”) to allot, issue, and deal with unissued shares in the Company (the “ Shares ”) or securities convertible into Shares or options, warrants, or similar rights to subscribe for any Shares or such convertible securities (the “ Derivatives ”) and to make or grant offers, agreements, or options that would or might require the exercise of such powers (re-defined herein as the “ Issue Mandate ”), on the terms and conditions as set out in resolution numbered 4 (“ Resolution No. 4 ”) of the notice of the 2023 AGM dated 28 July 2023 (the “ 2023 AGM Notice ”), be revoked absolutely with immediate effect upon the passing of this resolution;		
2.	THAT the “General Extension Mandate” as defined in the 2023 AGM Circular, granted by the Shareholders to the Directors at the 2023 AGM to extend the Issue Mandate (redefined herein as the “ Extended Issue Mandate ”) on the terms and conditions as set out in resolution numbered 6 (“ Resolution No. 6 ”) of the 2023 AGM Notice, by the addition thereto of such number of Shares that are repurchased by the Company under the “Repurchase Mandate” granted to the Directors at the 2023 AGM and as more particularly set out in resolution numbered 5 (“ Resolution No. 5 ”) of the 2023 AGM Notice, be revoked absolutely with immediate effect upon the passing of this resolution;		
3.	THAT Mr. Mong Cheuk Wai be and is hereby removed as a Director pursuant to Article 83(5) of the articles of association of the Company (the “ Articles ”) and all other directorships, committee memberships and/or positions (if any) of the Company and its subsidiaries (collectively, the “ Group ”) and, for the avoidance of doubt, all power, authority, mandate or signatories (if any) previously conferred to him by the Company, other member of the Group, the board of directors of the Company (the “ Board ”) or the boards of directors of the Company’s subsidiaries (the “ Subsidiary Boards ”) be and are hereby absolutely revoked, in each case with immediate effect upon the passing of this resolution;		
4.	THAT Ms. Mak Yun Chu be and is hereby removed as a Director pursuant to Article 83(5) of the Articles and all other directorships, committee memberships and/or positions (if any) of the Group and, for the avoidance of doubt, all power, authority, mandate or signatories (if any) previously conferred to her by the Company, other member of the Group, the Board or the Subsidiary Boards be and are hereby absolutely revoked, in each case with immediate effect upon the passing of this resolution;		
5.	THAT Mr. Hung Wai Che be and is hereby removed as a Director pursuant to Article 83(5) of the Articles and all other directorships, committee memberships and/or positions (if any) of the Group and, for the avoidance of doubt, all power, authority, mandate or signatories (if any) previously conferred to him by the Company, other member of the Group, the Board or the Subsidiary Boards be and are hereby absolutely revoked, in each case with immediate effect upon the passing of this resolution;		
6.	THAT Mr. Leung Siu Kee be and is hereby removed as a Director pursuant to Article 83(5) of the Articles and all other directorships, committee memberships and/or positions (if any) of the Group and, for the avoidance of doubt, all power, authority, mandate or signatories (if any) previously conferred to him by the Company, other member of the Group, the Board or the Subsidiary Boards be and are hereby absolutely revoked, in each case with immediate effect upon the passing of this resolution;		

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
7.	THAT Mr. Chan Ting Fung be and is hereby removed as a Director pursuant to Article 83(5) of the Articles and all other directorships, committee memberships and/or positions (if any) of the Group and, for the avoidance of doubt, all power, authority, mandate or signatories (if any) previously conferred to him by the Company, other member of the Group, the Board or the Subsidiary Boards be and are hereby absolutely revoked, in each case with immediate effect upon the passing of this resolution;		
8.	THAT each and every Director(s) (if any) appointed by the Board but without the approval of the general meeting of the Company during the period commencing on the date of the notice of requisition (the “ Requisition Notice ”) dated on or around 17 January 2024 to convene an extraordinary general meeting (the “ EGM ”) and ending on the day of the holding of the EGM (or any adjournment thereof), both dates inclusive, be and are hereby removed as Director(s) (if any) with immediate effect upon the passing of this resolution, with the removal of each such Director(s) (if any) being put to vote individually as a subparagraph of this resolution;		
9.	THAT Mr. Wong Kwok Kuen (王國權) be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this ordinary resolution;		
10.	THAT Mr. Chan Wai Cheung Admiral (陳偉璋) be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this ordinary resolution;		
11.	THAT Ms. Chung Mei Yiu Anita (鍾美瑤) be and is hereby appointed as an independent non-executive Director of the Company with immediate effect upon passing of this ordinary resolution;		
12.	THAT Mr. Chen Jiajun be and is hereby removed as an executive Director of the Company with effect from the date of this resolution.		
SPECIAL RESOLUTION		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
13.	THAT , subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be and is hereby changed from “Kingkey Financial International (Holdings) Limited” to “UKF (Holdings) Limited” and the Chinese name “英裘(控股)有限公司” to be adopted as the secondary name of the Company to replace its existing Chinese name “京基金融國際(控股)有限公司” (the “ Proposed Change of Company Name ”), and Mr. Chen Jiajun be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.		

Dated _____

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 the shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out “the Chairman of the Meeting” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE SPACE MARKED “AGAINST” BESIDE THE RESOLUTION.** In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice of Extraordinary General Meeting.
- In the case of joint Shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy 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 the office of the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

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 Extraordinary General 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.