



**HONG KONG RESOURCES HOLDINGS COMPANY LIMITED**  
**香港資源控股有限公司**

(Incorporated in Bermuda with limited liability  
and carrying on business in Hong Kong as HKRH China Limited)  
**(Stock code: 2882)**

**Proxy Form for Special General Meeting**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
shares of HK\$0.001 each in the capital of Hong Kong Resources Holdings Company Limited (the “**Company**”) hereby appoint <sup>(Note 3)</sup> the  
chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the special general meeting of the Company (the “**SGM**”) to be held at 27/F, Metropole Square, 2 On Yiu Street,  
Shatin, New Territories, Hong Kong on Friday, 28 June 2024 at 10:30 a.m. (or at any adjournment thereof) and to vote on my/our behalf as  
directed below, and if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those stated in the notice convening the SGM.

<b>ORDINARY RESOLUTIONS</b>		<b>FOR</b> <sup>(note 4)</sup>	<b>AGAINST</b> <sup>(note 4)</sup>
1.	(a) To approve, confirm and ratify the PRC Tenancy Agreements and the transactions contemplated thereunder; and  (b) To authorise any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the PRC Tenancy Agreements and the transactions contemplated thereunder including the affixing of common seal thereon.		
2.	(a) To approve, confirm and ratify the HK Tenancy Agreements and the transactions contemplated thereunder; and  (b) To authorise any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the HK Tenancy Agreements and the transactions contemplated thereunder including the affixing of common seal thereon.		
3.	(a) To approve, confirm and ratify the Supply Agreement, the transactions contemplated thereunder and the proposed Supply Agreement Annual Caps; and  (b) To authorise any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Supply Agreement and the transactions contemplated thereunder including the affixing of common seal thereon.		

ORDINARY RESOLUTION		FOR <i>(note 4)</i>	AGAINST <i>(note 4)</i>
4.	<p>(a) To approve, confirm and ratify the Purchase Agreement, the transactions contemplated thereunder and the proposed Purchase Agreement Annual Caps; and</p> <p>(b) To authorise any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Purchase Agreement and the transactions contemplated thereunder including the affixing of common seal thereon.</p>		
5.	<p>(a) To approve, confirm and ratify the IT System Agreement, the transactions contemplated thereunder and the proposed IT System Agreement Annual Caps; and</p> <p>(b) To authorise any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the IT System Agreement and the transactions contemplated thereunder including the affixing of common seal thereon.</p>		
SPECIAL RESOLUTIONS		FOR <i>(note 4)</i>	AGAINST <i>(note 4)</i>
6.	To approve the Proposed Name Change and to authorise any one of the Director or the secretary of the Company to do all such acts, deeds and things and execute all such documents as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Company.		
7.	<p>(a) Subject to the Proposed Name Change becoming effective, to approve the Name Change Amendments;</p> <p>(b) To approve the Corporate Communications Amendments;</p> <p>(c) To approve the Housekeeping Amendments; and</p> <p>(d) To approve and adopt the amendments to the existing amended and restated bye-laws of the Company and authorise any one or more Directors to do all acts and things necessary, appropriate, desirable or expedient to give effect to the Bye-Laws Amendments and the adoption of the New Bye-Laws, including but not limited to, attending to any necessary registration and/or filing for and on behalf of the Company.</p>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature(s) *(Note 5)* \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting, or" and insert the name and address of the proxy in the space provided. If no name is inserted, the chairman of the meeting will act as your proxy. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
4. **Important: If you wish to vote for any of the resolutions, insert "✓" in the box marked "FOR". If you wish to vote against any of the resolutions, insert "✓" in the box marked "AGAINST". Failure to mark "✓" in the box will entitle your proxy to cast your vote at his discretion.**
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 any director or attorney duly authorised in writing.
6. 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 notarially certified copy thereof, must be lodged at the Company's branch share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours (i.e. 10:30 a.m. on Wednesday, 26 June 2024) prior to the time appointed for holding the SGM or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which their names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company.
9. The full text appears in the notice convening the SGM as contained in the Company's circular dated 13 June 2024.

**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 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 Personal Data Privacy Officer of the branch share registrar.