



仍志集團控股有限公司
WISDOMCOME GROUP HOLDINGS LIMITED

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

PROXY FORM

Form of proxy for use at the Special General Meeting
to be held on Wednesday, 27 November 2024 at 4:00 p.m.
(or at any adjournment thereof)

I/We ^(Note 1), _____
of _____
being the registered holder (s) of ^(Note 2) _____
shares of HK\$0.01 each in share capital of Wisdomcome Group Holdings Limited (the “Company”), hereby appoint ^(Note 3) the
chairman of the Meeting (as defined below) or _____
of _____
or failing him, _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be
held on Wednesday, 27 November 2024 at 4:00 p.m. or at any adjournment thereof (the “Meeting”), at Units 3-9, 10/F, Fook Hong
Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on the undermentioned resolutions as indicated below or, if
no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote at his/her discretion on any
resolutions properly put to the Meeting other than the undermentioned resolution:

SPECIAL RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the Capital Reorganisation (as defined in the circular of the Company dated 31 October 2024) and the transactions contemplated thereunder.*		

* Please refer to the notice of the Meeting for the full text of the resolution.

Dated this _____ day of _____ 2024. Signature ^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman of this meeting is preferred, please strike out “chairman of the Meeting (as defined below)” 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 ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his 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 authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- (6) In the case of joint holders of any share of the Company, 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 holders be present at the Meeting in person or by proxy, that one of the said persons so present being the most or, as the case may be, priority will be determined by reference to the order on which the names of the joint holders stand in the Register of Members of the Company.
- (7) To be valid, this form of proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be delivered at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.

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 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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Standard Limited at the above address.