



Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 10:00 a.m. on Wednesday, 21 June 2023 at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong (or any adjournment thereof)

I/We (note a) _____ of _____ being the registered holder(s) of _____ (note b) shares of HK\$0.01 each in the share capital of Janco Holdings Limited (the "Company") hereby appoint the Chairman of the annual general meeting of the Company (the "Meeting") or _____ of _____ to act as my/our proxy (note c) to attend for me/us at the Meeting to be held at 10:00 a.m. on Wednesday, 21 June 2023 at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Cheng Tak Yuen as executive Director.		
	(b) To re-elect Mr. Heung Ka Lok as executive Director.		
	(c) To re-elect Mr. Moy Yee Wo Matthew as independent non-executive Director.		
	(d) To re-elect Mr. Law Wing Tak Jack as independent non-executive Director.		
	(e) To re-elect Mr. Yu Kwok Fai as independent non-executive Director.		
	(f) To authorise the board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint Messrs McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company for the year ending 31 December 2023 and authorise the board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with unissued shares in the share capital of the Company, the aggregate number of which shall not exceed 20% of the aggregate number of shares in the Company in issue as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to purchase or buy-back the Company's shares up to 10% of the aggregate number of shares in the Company in issue as at the date of passing of this resolution.		
6.	To add the number of shares in the Company purchased or bought back by the Company pursuant to the general mandate to the Directors under resolution no. 5 above to the general mandate granted to the Directors under resolution no. 4 above.		
SPECIAL RESOLUTION		FOR (note d)	AGAINST (note d)
7.	(a) To approve the proposed amendments (the "Proposed Amendments") to the memorandum and articles of association of the Company currently in force (the "M&A") as set out in Appendix III to the circular of the Company dated 31 March 2023 be approved;		
	(b) the adoption of the second amended and restated memorandum and articles of association of the Company (the "Amended and Restated M&A") in substitution for and to the exclusion of the M&A with immediate effect after the close of the Meeting be and is hereby approved; and		
	(c) that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the Amended and Restated M&A, including but not limited to the execution of any and all documents and attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong as may be necessary in connection therewith.		

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

Date this _____ day of _____ 2023.

Shareholder's signature x _____ x (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (the "Shares") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, 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 Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any 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 deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.

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 (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. Your/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 the Company's headquarters and principal place of business in Hong Kong at Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.