

POLYFAIR

Polyfair Holdings Limited

寶發控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8532)

(the “Company”)

PROXY FORM FOR ANNUAL GENERAL MEETING

Proxy form for use at the annual general meeting of the Company to be held on Thursday, 18 August 2022 (or any adjournment thereof) (the “Meeting”)

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/proxies to attend and vote for me/us and on my/our behalf as directed below at the Meeting (and at any adjournment thereof) to be held at Room 6, 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Thursday, 18 August 2022 at 10:00 a.m. (or any adjournment thereof) and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the Meeting, and, if no such indication is given, as my/our proxy thinks fit:-

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast.⁽⁴⁾

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditors of the Company for the year ended 31 March 2022.		
2.	(i) To re-elect Mr. Chow Mo Lam as an executive director of the Company.		
	(ii) To re-elect Mr. Man Yun Yee as an independent non-executive director of the Company.		
	(iii) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint Messrs. ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this Resolution.		
5.	To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company on the date of passing this Resolution.		
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding to it the aggregate number of shares of the Company repurchased by the Company.		
SPECIAL RESOLUTION			
7.	To approve the adoption of the second amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association with immediate effect after the close of the meeting and that any director or company secretary of the Company be authorised to do all things necessary to implement the aforesaid adoption of the second amended and restated memorandum and articles of association of the Company.		

Dated _____

Signature⁽⁵⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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, or” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED 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 tick the appropriate box(es) marked “For”. If you wish to vote against any resolution, please tick the appropriate box(es) marked “Against”. Failure to complete any or all the boxes will entitle your proxy to cast your votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to above.
- This proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed either under seal or under the hand of an officer or attorney duly authorised in writing.
- All resolutions will be put to vote by way of poll at the Meeting. Every shareholder of the Company presents in person (in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
- In the case of joint registered holders, the vote of the senior who tenders 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 of the Company in respect of joint holding.
- 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 the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022), or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event no later than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- Completion and delivery of this proxy form 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 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 fulfill 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 Tricor Investor Services Limited at the above address.