

REF Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1631)

Number of shares to which this proxy form relates ¹	
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PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 13 APRIL 2023

I/We ², _____ (name)
of _____ (address)
being the registered holder(s) of the shares in the capital of REF Holdings Limited (the “Company”), **HEREBY APPOINT** ³
_____ (name) of
_____ (address)

or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 13 April 2023 at 11:00 a.m. (Hong Kong time) or any adjournment thereof. I/We direct that my/our vote(s) be casted on the under-mentioned resolutions as indicated by a “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors and independent auditors of the Company for the year ended 31 December 2022		
2	To approve the payment of a final dividend for the year ended 31 December 2022		
3(a)	(i) To re-elect Mr. Wong Kun Kau as an independent non-executive director of the Company		
	(ii) To re-elect Mr. Lee Hon Man Eric as an independent non-executive director of the Company		
3(b)	To authorise the board of directors of the Company to fix the remuneration of the directors		
4	To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration		
5	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with additional shares up to 20% of the aggregate number of the issued shares of the Company ⁵		
6	To grant a general and unconditional mandate to the directors of the Company to repurchase shares up to 10% of the aggregate number of the issued shares of the Company ⁵		
7	Conditional upon the passing of resolutions no. 5 and no. 6, to extend the general and unconditional mandate granted to the directors of the Company pursuant to resolution no. 5 by adding the number of shares repurchased pursuant to resolution no. 6 ⁵		
SPECIAL RESOLUTION			
8	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company, and approve and adopt the third amended and restated memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company.		

Dated this _____ day of _____ 2023

Signed ⁶: _____

Notes:

1. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder appearing in this proxy form.
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
3. Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as the proxy. A shareholder of the Company (the “**Shareholder**”) may appoint one or, if he/she/it holds two or more shares, more proxies to attend the AGM and represent him/her/it and vote on his/her/its behalf provided that each proxy is appointed to exercise the rights attached to different share or shares held by the Shareholder. To appoint more than one proxy, a photocopy of this proxy form may be used. The proxy needs not be a Shareholder, but must attend the AGM (or any adjournment thereof) in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain from voting. **Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated 21 March 2023 (the “Notice”).**
5. The full text of the resolutions are set out in the Notice.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed by an officer or attorney duly authorised in writing. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
7. In order to be valid, this completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power of attorney or authority must be lodged with the Company’s branch share registrar and transfer office in Hong Kong (the “**Share Registrar**”), Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time for holding the AGM or its adjournment (as the case may be).
8. Submission of this proxy form shall not preclude you from attending the AGM or its adjournment and voting in person should you so wish, but the appointment of the proxy will be deemed to be revoked if you attend in person at the AGM.
9. If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with the Share Registrar. In order to be valid for voting purposes, this latter proxy form should be received by the Share Registrar not less than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be) (the “**Closing Time**”). If this latter proxy form is lodged with the Share Registrar after the Closing Time, it will be invalid for voting purpose.
10. In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of shareholders in respect of the relevant joint holding.
11. The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
12. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on all resolutions set out in the Notice will be decided by poll at the AGM.
13. The registration for attending the AGM will start at 10:30 a.m. (Hong Kong time) on 13 April 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrars, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our 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 to the Personal Data Privacy Officer of Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.