



碧瑤
BAGUIO

BAGUIO GREEN GROUP LIMITED

碧瑤綠色集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01397)

Proxy Form for the annual general meeting to be held at Hong Kong Management Association, Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Tuesday, 31 May 2022 at 10:30 a.m. or any adjourned meeting thereof

I/We ¹ _____
of _____
being a member of Baguio Green Group Limited (the "Company") and the registered holder(s) of _____ shares ²
of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or ³ _____
of _____
of as my/our proxy to vote and act for me/us at the annual general meeting (the "AGM") (and at any adjournment thereof) of the Company (the "Meeting") to be held at Hong Kong Management Association, Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Tuesday, 31 May 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolution set out in the notice convening the Meeting (the "Notice") and at such Meeting (and at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and approve the audited consolidated financial statements, the directors' report and the auditors' report for the year ended 31 December 2021.		
2.	To declare a final dividend of HK0.9 cents per ordinary share of the Company for the year ended 31 December 2021.		
3.	(A) To re-elect Ms. Leung Shuk Ping as an executive director of the Company.		
	(B) To re-elect Ms. Cheung Siu Chun as an executive director of the Company.		
	(C) To re-elect Mr. Sin Ho Chiu as an independent non-executive director of the Company.		
	(D) To authorise the board of directors of the Company to fix the directors' remuneration.		
4.	To re-appoint KPMG as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	(A) To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
	(B) To grant a general mandate to the directors of the Company to buy back shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
	(C) To extend the general mandate to allot, issue and deal with the additional shares by adding the nominal amount of the shares bought back by the Company to the general mandate granted to the directors of the Company under resolution no. 5(B) of the Notice.		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
6.	To approve the second amended and restated Memorandum and Articles of Association (as defined in the Circular dated 28 April 2022) be adopted as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with immediate effect and authorise any one Director or company secretary of the Company to do all things necessary to implement the adoption of the new Memorandum and Articles of Association.		

Dated this _____ day of _____ 2022 Signature(s) ⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the 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).
- If any proxy other than the Chairman is preferred, strike out "Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his or her votes at his or her discretion. Your proxy will also be entitled to vote at his or her discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
- 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 an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy, together with any power of attorney (if any) 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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.
- The full text of resolutions is set out in the notice convening the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.