



GRAND TALENTS GROUP HOLDINGS LIMITED

廣駿集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 8516)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 23 JULY 2025

I/We ^(Note 2) _____
of _____

being the registered holder(s) of shares in the issued share capital of Grand Talents Group Holdings Limited (the “**Company**”) hereby appoint the Chairman of the meeting ^(Note 3) or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “**EGM**”) of the Company to be held at Room 1417, Star House, 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Wednesday, 23 July 2025 at 11:00 a.m. (and at any adjournment thereof).

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>“THAT subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 2 July 2025, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited:</p> <p>every ten (10) issued and unissued shares of par value HK\$0.10 each in the share capital of the Company be consolidated into one (1) share of par value HK\$1.00 (each a “Consolidated Share”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “Share Consolidation”); be necessary, desirable or expedient to effect and implement this resolution.”</p>		
SPECIAL RESOLUTIONS		FOR	AGAINST
2.	<p>“THAT conditional upon the passing of resolutions numbered 1 as set out above and subject to the conditions set out in the letter from the board under the heading “Conditions of the Capital Reduction and the Sub-division” in the circular of the Company dated 2 July 2025, with effect from Tuesday, 23 September 2025, being a day on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited:</p> <p>the proposed reduction of the issued share capital of the Company whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled; and (b) the par value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.01 by cancelling the paid-up share capital to the extent of HK\$0.99 per issued Consolidated Share (“Capital Reduction”) and the proposed sub-division of each authorised but unissued Consolidated Share with par value of HK\$1.00 each into 100 authorised but unissued New Ordinary Shares with par value of HK\$0.01 each (“Sub-division”)”</p>		

	SPECIAL RESOLUTIONS	FOR	AGAINST
3.	<p>“THAT conditional upon the passing of resolutions numbered 1 and 2 as set out above and subject to the conditions set out in the letter from the board under the heading “Conditions of the Rights Issue” in the circular of the Company dated 2 July 2025:</p> <p>(a) the allotment and issue of up to 41,106,000 New Ordinary Shares, credited as fully paid upon full payment of the Subscription Price (the “Rights Shares”), (assuming no change in the number of New Ordinary Shares in issue on or before the Record Date (as defined below) and that no New Ordinary Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) pursuant to an offer by way of rights to the shareholders of the Company (the “Shareholders”) at the subscription price of HK\$0.67 per Rights Share (the “Subscription Price”), in cash, on the basis of five (5) Rights Shares for every two (2) New Ordinary Shares held by the Shareholders (the “Qualifying Shareholders”) whose names appear on the register of members of the Company on Friday, 3 October 2025, or such other date as may be determined by the Company for determining entitlements of Shareholders to participate in the Rights Issue (as defined below) (the “Record Date”), as described in further details in a circular issued by the Company dated 2 July 2025 (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the “Non-Qualifying Shareholders”), and on and subject to such terms and conditions as may be determined by the Directors (the “Rights Issue”), be and is hereby approved, confirmed and ratified;</p> <p>(b) the placing agreement dated 23, May 2025 (the “Placing Agreement”) and entered into between the Company and Pinestone Securities Limited (a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification), in relation to the placing of the Rights Shares of Unsubscribed Rights Shares and the NQS Unsold Rights Shares in nil-paid form that has/have not been sold by the Company at the placing price of not less than the Subscription Price on a best effort basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(c) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Non-Qualifying Shareholders, and to do all such acts and things or make such arrangements as it considers necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and</p> <p>(d) any one or more Directors be and is/are hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.”</p>		

Date: _____ 2025

Signature(s) ^(Note 5): _____

Notes:

1. Please insert the number of shares 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy represent him and vote on his behalf at the EGM. A proxy does not need to be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. When there are joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such holders be present at any meeting personally or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
7. In order to be valid, this form of proxy, 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, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be).
8. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

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 EGM 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 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. 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.