



Minerva Group Holding Limited

贏集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

FORM OF PROXY

Form of proxy for use by shareholders of Minerva Group Holding Limited (“Company”) at the annual general meeting (“Meeting”) to be held at 10:00 a.m. on Friday, 14 June 2024 at 2102, 21/F., World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong and any postponement or adjournment thereof

I/We ^(note a) _____

of _____

being the registered holder(s) of ^(note b) _____ shares of HK\$0.01 each (the “Shares”) in the share capital of the Company

HEREBY APPOINT the Chairman of the Meeting, or ^(notes c and d) _____

of _____

as my/our proxy to attend and to act for me/us at the Meeting and at any postponement or adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice convening the Meeting (“AGM Notice”) as hereunder indicated, 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 ^(note d).

	Ordinary Resolutions	For ^(note d)	Against ^(note d)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2023.		
2(A).	To re-elect Ms. Chan Lai Ping as an independent non-executive director of the Company.		
2(B).	To re-elect Ms. Tam Mei Chu as an independent non-executive director of the Company.		
2(C).	To re-elect Mr. Ho Yuen Tung as an independent non-executive director of the Company.		
2(D).	To authorise the board of directors of the Company to fix the directors’ remuneration.		
3.	To re-appoint CCTH CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10 per cent. of the number of the issued shares of the Company as described in resolution numbered 4 of the AGM Notice.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 20 per cent. of the number of the issued shares of the Company as described in resolution numbered 5 of the AGM Notice.		
6.	To add the number of shares repurchased to the number of shares that may be issued pursuant to the general mandate granted to the directors of the Company under resolution numbered 5 above as described in resolution numbered 6 of the AGM Notice.		

Dated this _____ day of _____ 2024

Shareholder’s signature: _____ ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) 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 registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the relevant box marked “For”. If you wish to vote against a resolution, please tick (“✓”) the relevant box marked “Against”. If this form of proxy is returned duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his/her discretion in respect of such resolution(s). A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the AGM Notice.
- In the case of a joint holding of any Shares, this form of proxy may be signed by any joint holder, but if more than one joint holders are present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so 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 Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. (Hong Kong time) on Wednesday, 12 June 2024 or not less than 48 hours before the time appointed for holding any postponed or adjourned meeting.
- Any alteration made to this form of proxy should be initialled by the person who signs it.
- The description of the resolutions is by way of summary only. The full text appears in the AGM Notice dated 29 April 2024.

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 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 the Privacy Compliance Officer of Tricor Tengis Limited at the above address.

* For identification purpose only