

SAM WOO CONSTRUCTION GROUP LIMITED

三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3822)

Form of Proxy for the Extraordinary General Meeting to be held on Wednesday, 12 February 2025

I/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares² of HK\$0.0025
each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT THE CHAIRMAN
OF THE MEETING³** or _____ (name)
of _____ (address)

as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) (the “Meeting” or “EGM”) of the Company to be held at Room 6, 3/F, Tower 2, South Sea Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 12 February 2025 at 10:30 a.m. to consider and, if thought fit, pass the resolution as set out in the notice convening the Meeting (the “Notice”) and at the meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Terms defined in the circular of the Company dated 23 January 2025 shall have the same meanings when used in this proxy form, unless otherwise defined.

ORDINARY RESOLUTION ¹⁰		FOR ⁴	AGAINST ⁴
1.	To approve THAT : (a) every twenty (20) issued and unissued Existing Shares with par value of HK\$0.0025 each in the share capital in the Company be consolidated into one (1) Consolidated Share with par value of HK\$0.05 each; (b) immediately following the Share Consolidation becoming effective, the authorised share capital of the Company will be changed to HK\$10,000,000 divided into 200,000,000 Consolidated Shares with par value of HK\$0.05 each; (c) all fractional Consolidated Shares resulting from the Share Consolidation will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.		

Please refer to the Notice of the EGM for the full text of the resolution.

Dated this _____ day of _____ 2025 Signed⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 any proxy other than the Chairman of the meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” 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 THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in 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 executed under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders of a share, 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.
- To be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company’s Branch Registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or any adjourned meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- The description of this resolution is by way of summary only. The full text appears in the Notice of the EGM.

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 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 Company/Tricor Investor Services Limited at the above address.