

IMS Group Holdings Limited
英馬斯集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8136)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 23 AUGUST 2023**

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ Shares of HK\$0.001 each in the share capital
of IMS Group 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 (the "Meeting")
of the Company to be held at 10:30 a.m. on Wednesday, 23 August 2023 at Unit 1201, 12/F, Block C, Seaview Estate, No. 8 Watson Road, North Point, Hong Kong or any
adjournment of the Meeting. I/We direct that my/our vote(s) be casted on the 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 receive, consider and adopt the audited consolidated financial statements together with the reports of the directors (the "Directors") and independent auditors of the Company and its subsidiaries for the year ended 31 March 2023		
2(a)	(i) To re-elect Mr. Tam Yat Ming Andrew as an executive director of the Company		
	(ii) To re-elect Mr. Li Chun Hung as an independent non-executive director of the Company		
2(b)	To authorise the board of Directors to fix the remuneration of the Directors		
3	To re-appoint Mazars CPA Limited as the independent auditors of the Company and to authorise the board of Directors to fix their remuneration		
4	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional shares up to 20% of the issued share capital of the Company		
5	To grant a general mandate to the Directors of the Company to repurchase shares up to 10% of the issued share capital of the Company		
6	To extend the general mandate granted to the directors of the Company by the number of shares repurchased		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
7	To approve proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company and to adopt the second amended and restated memorandum of association and articles of association of the Company incorporating and consolidating such proposed amendments		

Date this _____ day of _____ 2023

Signed⁵: _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**. The name(s) of all joint registered holders should be stated.
- Please insert the number of shares (the "Shares") registered in your name(s). 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.
- 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 may appoint one or more proxies to attend the Meeting and vote for him/her provided that each proxy is appointed to exercise the rights attached to different share or shares held by the shareholder of the Company. To appoint more than one proxy, a photocopy of this proxy form may be used. The proxy needs not be a shareholder of the Company, but must attend the Meeting (or any adjournment thereof) to represent you.
- 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 Meeting other than those referred to in the notice convening the Meeting.
- The full text of the resolutions are set out in the notice of the Meeting dated 21 July 2023 (the "Notice").
- This proxy form must be signed by you or your agent 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 agent duly authorised in writing. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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 certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- Submission of this proxy form shall not preclude you from attending the Meeting or any adjourned Meeting thereof and voting in person should you so wish, but the appointment of the proxy will be revoked if you attend in person at the Meeting.
- 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 Company's Hong Kong branch share registrar. In order to be valid for voting purposes, this latter proxy form should be received by the Company's Hong Kong branch share registrar not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting (as the case may be) ("**Closing Time**"). If this latter proxy form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, it will be invalid for voting purpose.
- In the case of 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/she were solely entitled thereto but 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 members in respect of the relevant joint holding.
- 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.
- Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice will be decided by poll at the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

- "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 (the "PDPO").
- Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to other third parties (other than the Share Registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- 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 should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.