

# YGM TRADING LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00375)

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_  
ordinary shares in the share capital of YGM Trading Limited (the “**Company**”) hereby appoint <sup>(note 3)</sup> the chairman of the meeting  
or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy to attend, act and vote on my/our behalf as directed below at the extraordinary general meeting of the Company (the “**Meeting**”) to be held at 22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong on Tuesday, 4 November 2025 at 2:30 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, with or without amendment or modification passing the resolutions set out in the notice convening the Meeting (the “**Notice**”) dated 13 October 2025. Defined terms used in this form of proxy shall have the same meanings set out in the circular of the Company dated 13 October 2025 (the “**Circular**”) unless the context requires otherwise.

Please indicate with a “✓” in the space provided below on how you wish your vote(s) to be cast on a poll. Should this form of proxy be returned duly signed but without a specific indication, the proxy will vote or abstain at his own discretion.

ORDINARY RESOLUTIONS			FOR	AGAINST
1.	(a)	To ratify, confirm and approve the SPA and the assignment of the Sale Loan and the transactions contemplated thereunder; and		
	(b)	To authorise any one Director to complete and do all such acts or things as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the SPA and all transactions contemplated thereunder.		
2.	(a)	To ratify, confirm and approve the DML Agreement and the transactions contemplated thereunder;		
	(b)	To approve the proposed Annual Caps for the transactions under the DML Agreement for the three years commencing from the Completion Date; and		
	(c)	To authorise any one Director to complete and do all such acts or things as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the DML Agreement and all transactions contemplated thereunder.		
SPECIAL RESOLUTION			FOR	AGAINST
3.	(a)	Conditional only upon the satisfaction of either one of the conditions set out in paragraph (b) of this special resolution and subject to any conditions imposed in accordance with paragraph (c) of this special resolution, to approve the Capital Reduction be approved, and to authorise the Directors to apply the credit arising from the Capital Reduction to a capital reduction reserve account of the Company and to use such reserve to make distribution to the Shareholders as and when the Directors think fit;		
	(b)	The approval and authorisation set out in paragraph (a) of this special resolution shall be conditional upon either (i) there being no application to the Court of First Instance of the High Court of Hong Kong (the “ <b>Court</b> ”) for cancellation of the approval of the Capital Reduction, set out in this special resolution, by creditors or members of the Company within five weeks of the date of this special resolution (the “ <b>Application</b> ”); or (ii) if any such Application is made, the Court making an order to confirm this special resolution;		
	(c)	If such an Application is made and the Court makes an order to confirm this special resolution upon the Application, the approval and authorisation in paragraph (a) of this special resolution shall be subject to any conditions that may be imposed by the Court; and		
	(d)	To authorise any one of the Directors to submit or file all such relevant documents with the relevant regulatory authorities for approval, endorsement and/or registration as appropriate, and to do or authorise the doing of all such acts and things and to execute all such further documents or deeds as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Reduction.		

For the full text of the above resolutions, please refer to the Notice.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025 Signature(s): \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of ordinary shares of the Company to which this form of proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares of the Company registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the chairman of the Meeting is preferred, delete the words “the chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. The proxy need not be a member of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- Any member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the Board or other governing body of the corporation appointing the legal representative.
- In the case of joint holders, the vote of the most senior holder who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names appear in the register of members in respect of the joint holding and this form of proxy must be signed by the member whose name appears first on the register of member of the Company.
- This form of proxy must be signed by the appointor or his attorney duly authorised in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or any other authority (if any) under which it is signed or a notarially certified copy of power of authority must be returned to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
- Any alteration made in this form of proxy should be initialled by the person who signs it. Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
- The Notice is set out in the circular of the Company dated 13 October 2025.