

DCB Holdings Limited

DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held on 1 August 2022 and any adjournment thereof

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____ of _____ as my/our proxy to act for me/us at the Annual General Meeting of the Company to be held at Sung Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on 1 August 2022 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 March 2022.		
2.	To re-elect Mr. Cheng Tsang Fu Dennis as an executive Director.		
3.	To re-elect Mr. Chui Kai Tai as an executive Director.		
4.	To re-elect Prof. Leung Yiu Cheong as a non-executive Director.		
5.	To re-elect Prof. Leung Kwok Hi Michael as a non-executive Director.		
6.	To re-elect Mr. Chow Kwok Kee as an independent non-executive Director.		
7.	To re-elect Ms. Lin Xiaoling an independent non-executive Director.		
8.	To authorise the Board of Directors to fix the Directors' remuneration.		
9.	To re-appoint CCTH CPA Limited as auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
10.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital. ^(Note 5)		
11.	To give a general mandate to the Directors to repurchase shares in the capital of the Company not exceeding 10% of the existing issued share capital. ^(Note 5)		
12.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased. ^(Note 5)		
Special Resolutions		For ^(Note 4)	Against ^(Note 4)
13.	To change the existing English and Chinese company name of "DCB HOLDINGS LIMITED" and "DCB控股有限公司" to "COOLPOINT INNONISM HOLDING LIMITED" and "快意智能股份有限公司" respectively. ^(Note 5)		
14.	To adopt the new Memorandum and Articles of Association. ^(Note 5)		

Dated this _____ day of _____ 2022

Signature ^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) and to which the proxy relates. 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).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" or here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either of the boxes in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his discretion or abstain. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. The full text of the resolutions are set out in the Notice.
6. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof must be deposited at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting (i.e. 11:00 a.m. on 30 July 2022) or any adjournment thereof.
8. In the case of joint holders, 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.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
10. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all the resolutions put to vote at the meeting shall be taken by way of poll.