



Okura Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01655)

Form of Proxy for Use at the Annual General Meeting

I/We, (Name) _____ (Note 1)
of (Address) _____ (Note 1)
being the registered holder(s) of _____ (Note 2) ordinary shares of **Okura Holdings Limited**
(the “Company”), HEREBY APPOINT (Name) _____
of (Address) _____
or failing him/her, the company secretary of the Company (Note 3) as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “2022 AGM”) to be held at 1/F, China Building, 29 Queen’s Road Central, Hong Kong on Tuesday, 22 November 2022 at 1:00 p.m. and at any adjournment thereof on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (Note 4) in respect of the under-mentioned resolutions:

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and independent auditor of the Company for the year ended 30 June 2022.		
2(i).	To re-elect Mr. Yutaka KAGAWA as an executive Director.		
2(ii).	To re-elect Mr. Toshiro OE as an executive Director.		
2(iii).	To re-elect Mr. Yuji MATSUZAKI as an independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 30 June 2023.		
4.	To re-appoint PricewaterhouseCoopers as the independent auditor of the Company for the ensuing year and authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company’s shares.		
6.	To grant a general mandate to the Directors to repurchase the Company’s shares.		
7.	Conditional upon the passing of resolution nos. 5 and 6 set out in the notice convening the 2022 AGM (the “Notice”), to extend the general mandate granted by resolution no. 5 by adding thereto the shares re-purchased pursuant to the general mandate granted by resolution no. 6.		
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
8.	To adopt the second amended and restated articles of association of the Company as the new articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of the 2022 AGM; and to authorise any Director or company secretary of the Company to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the second amended and restated articles of association of the Company.		

For the full text of the proposed resolutions, please refer to the Notice as contained in the Company’s circular dated 20 October 2022.

Signature(s) (Note 5) _____

Dated this _____ day of _____ 2022

Notes:

1. Full name(s) and address(s) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member of the Company (the “Member”) may appoint one (or, if he/she/it holds two or more shares in the Company, more than one) proxy of his/her/its own choice. If such an appointment is made, please insert the name and address of the person appointed as proxy in the space provided. A proxy need not be a Member but must attend the 2022 AGM in person to represent you. If more than one proxy is appointed, the original form of proxy may be photocopied for use.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or abstain from voting. **Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2022 AGM other than those referred to in the Notice. If you wish to vote part of your shares for and part of your shares against the relevant resolution in the event that a poll is called, please insert the number of shares of the Company in the relevant box.**
5. The 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 under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the 2022 AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the 2022 AGM, 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 holders, and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy must be completed, signed and deposited at the Company’s Hong Kong share registrar, Tricor Investor Services Limited (the “**Hong Kong Share Registrar**”) at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or any other authority, if any, under which it is signed (or a certified copy thereof), no less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the 2022 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude Members from subsequently attending and voting in person at the 2022 AGM or any adjournment thereof (as the case may be), should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
8. Any alteration made to this form of proxy must be initialed by the person who signs it.
9. The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
10. A Member or his/her/its proxy should produce proof of identity when attending the 2022 AGM. If a corporate Member appoints its representative to attend the 2022 AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the 2022 AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “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**”).
- (ii) Your supply of 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.
- (iii) Your Personal Data will not be transferred to other third parties (other than the Hong Kong Share Registrar) 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.
- (iv) 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 Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.