

# GC Construction Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1489)

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ share(s) of HK\$0.01 each in the capital of GC Construction Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting, or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 16 August 2024 at 10:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

ORDINARY RESOLUTIONS		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 March 2024.		
2.	(a) To re-elect Mr. Chan Kiu Sum as an executive Director;		
	(b) To re-elect Ms. Chan Chui Ying as an executive Director;		
	(c) To re-elect Mr. Yu Chi Wing as an independent non-executive Director;		
	(d) To re-elect Dr. Lo Ki Chiu as an independent non-executive Director;		
	(e) To re-elect Dr. Luk Che Chung, JP as an independent non-executive Director; and		
	(f) To authorise the board of directors to fix the remuneration of the directors.		
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix their remuneration.		
4.	To grant a general and unconditional mandate to the directors of the Company to exercise all power of the Company to allot, issue and otherwise deal with shares of the Company of up to 20% of the total number of issued shares (excluding any treasury Shares) of the Company on the date of passing of this resolution.		
5.	To grant a general and unconditional mandate to the directors of the Company to exercise all powers of the Company to repurchase shares of the Company up to 10% of the total number of issued shares (excluding any treasury Shares) of the Company on the date of passing of this resolution.		
6.	To extend the general and unconditional mandate granted to the directors of the Company under resolution no. 4 above by an amount representing the number of the issued shares of the Company purchased or repurchased by the Company pursuant to the general mandate under resolution no. 5 above.		
SPECIAL RESOLUTION*		For <sup>(4)</sup>	Against <sup>(4)</sup>
7.	To approve the proposed amendments to the amended and restated memorandum and articles of association of the Company (the “Proposed Amendments”) which are set out in Appendix III to the circular of the Company dated 25 July 2024, and to approve the adoption of the second amended and restated memorandum and articles of association of the Company (which contains the Proposed Amendments).		

\* The description of the special resolution is by way of summary only. The full text appears in the notice of the Annual General Meeting of the Company dated 25 July 2024.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024 Signature(s)<sup>(5)</sup>: \_\_\_\_\_

*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). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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 under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Company’s branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting (as the case may be).
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy needs not be a member of the Company and must attend the Meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the Annual General Meeting of the Company.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

**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 at the principal place of business of the Company in Hong Kong.