



Imperium Financial Group Limited

帝國金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8029)

FORM OF PROXY FOR 2023 ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
of HK\$0.04 each in the capital of Imperium Financial Group Limited (the “Company”), HEREBY APPOINT the chairman of the
annual general meeting of the Company (the “Meeting”) or³ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) of the Company to
be held at Room 03, 26/F, One Harbour Square, No. 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 28 September
2023 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening
such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions
as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and auditor for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Chan Tin Lup, Trevor as independent non-executive Director;		
	(b) To re-elect Mr. Tou Kin Chuen as independent non-executive Director;		
	(c) To re-elect Mr. Hong Haiji as independent non-executive Director;		
	(d) to authorise the board of Directors to fix the Directors’ remuneration.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited, as the auditor of the Company and to authorise the board of Directors to fix its remuneration.		
4.	To grant a general and unconditional mandate to the Directors to issue ordinary shares.		
5.	To grant a general and unconditional mandate to the Directors to repurchase the Company’s own shares.		
6.	To extend the share issue mandate granted to the Directors.		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
7.	To approve the second amended and restated Memorandum and Articles of Association (as defined in the circular of the Company dated 5 September 2023) be adopted as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with immediate effect and authorise any one Director or company secretary of the Company to do all things necessary to implement the adoption of the new Memorandum and Articles of Association.		

Signature⁵ _____ Date _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the chairman of the meeting is preferred, strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorized.
- In the case of joint shareholders, the vote of a 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.
- 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 thereof must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the meeting (i.e. no later than 26 September 2023 at 4:00 p.m. (Hong Kong time)).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.

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/Tricor Tengis Limited at the above address.