



WALNUT CAPITAL LIMITED

胡桃資本有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 905)

FORM OF PROXY

Form of proxy for use by the shareholders of Walnut Capital Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Unit 3108, 31/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 29 May 2025 at 11:30 a.m. or any adjournment thereof.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ ordinary shares of par value of HK\$0.01 each in the share capital of the Company hereby appoint THE CHAIRMAN OF THE MEETING ^(note b) or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at Unit 3108, 31/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 29 May 2025 at 11:30 a.m. or any adjournment thereof on the resolutions referred to in the notice convening the Meeting (the “Notice”), or if no such indication is given, as my/our proxy thinks fit.

Please tick “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note d).

Ordinary Resolutions		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2024.		
2.	To re-elect Mr. Mung Kin Keung as executive Director.		
3.	To re-elect Mr. Chung Wang Hei as independent non-executive Director.		
4.	To re-elect Ms. Cheng Hiu Ching as independent non-executive Director.		
5.	To authorise the board (the “Board”) of Directors to fix the Directors’ remuneration.		
6.	To appoint Jon Gepsom CPA Limited as the auditors of the Company and to authorise the Board to fix its remuneration.		
7.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution numbered 7 of the Notice.		
8.	To give a general mandate to the Directors to repurchase shares of the Company pursuant to ordinary resolution numbered 8 of the Notice.		
9.	To extend the general mandate granted to the Directors to issue new shares of the Company pursuant to ordinary resolution numbered 9 of the Notice.		

Full text of the above resolutions is set out in the Notice dated 24 April 2025 convening the Meeting.

Dated the _____ day of _____ 2025

Shareholder’s signature _____ ^(notes c, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS LETTERS**.
- 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 registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “for”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her/its discretion. A proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her/its attorney duly authorised in writing, or if the shareholder of the Company is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the Meeting (i.e. Tuesday, 27 May 2025 at 11:30 a.m.) or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.