



Sang Hing Holdings (International) Limited

生興控股（國際）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1472)

PROXY FORM FOR THE ANNUAL GENERAL MEETING (the “Annual General Meeting”) TO BE HELD ON FRIDAY, 4 SEPTEMBER 2020 AT 11:00 A.M.

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ ordinary shares in the share capital of Sang Hing Holdings (International) Limited (the “Company”)

HEREBY appoint ^(Note 3) the Chairman of the Annual General Meeting or _____

of _____

as my/our proxy to attend and vote for me/us at the Annual General Meeting to be held at Room 3, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 4 September 2020 at 11:00 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such 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 reports of the directors and auditor of the Company for the year ended 31 March 2020.		
2.	To declare final dividend of HK\$0.01 per ordinary share for the year ended 31 March 2020.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditor and to authorise the board of directors of the Company to fix the auditor’s remuneration.		
4.	(a) (i) To re-elect Mr. Lai Wai as an executive director of the Company.		
	(ii) To re-elect Mr. Lai Ying Wah as an executive director of the Company.		
	(iii) To re-elect Mr. Lai Ying Keung as an executive director of the Company.		
	(iv) To re-elect Mr. Fung Chi Kin as a non-executive director of the Company.		
	(v) To re-elect Mr. Cheung Wai Kwok Gary as an independent non-executive director of the Company.		
	(vi) To re-elect Prof. Leung Yee Tak as an independent non-executive director of the Company.		
	(vii) To re-elect Mr. Zhang Senquan as an independent non-executive director of the Company.		
	(viii) To re-elect Mr. Ho Tai Tung as an independent non-executive director of the Company.		
	(ix) To re-elect Ms. Tsang Wing Kiu as an independent non-executive director of the Company.		
	(b) To authorise the board of directors of the Company to fix the directors’ remuneration.		
5.	To grant an unconditional general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To grant an unconditional general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		

Dated this _____ day of _____, 2020

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such shares in the share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “the Chairman of the Annual General Meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- Important: If you wish to vote for the resolution, tick in the appropriate box marked “FOR”. If you wish to vote against the resolution, tick in the appropriate box marked “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal, under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares of the Company as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting personally or by proxy, then the registered holder so present whose name stands first on the register of members of the Company in respect of such shares of the Company will alone be entitled to vote in respect thereof.
- To be valid, this form of proxy along with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and lodged at the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person at the meeting or any adjourned meeting thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.