



# 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, 9 SEPTEMBER 2022 AT 11:00 A.M.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares in the share capital of Sang Hing Holdings (International) Limited (the "Company") HEREBY appoint <sup>(Note 3)</sup> 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 Portion 2, 12/F, The Center, 99 Queen's Road Central, Central,  
Hong Kong on Friday, 9 September 2022 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 <sup>(Note 9)</sup> |   | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|--|---|-------------------------|-----------------------------|
| 1.                                       | To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 March 2022.  |                         |                             |
| 2.                                       | 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.  |                         |                             |
| 3.                                       | (a) To re-elect Mr. Lai Wai as an executive director of the Company.  |                         |                             |
|  | (b) To re-elect Prof. Leung Yee Tak as an independent non-executive director of the Company.  |                         |                             |
|  | (c) To re-elect Mr. Zhang Senquan as an independent non-executive director of the Company.  |                         |                             |
|  | (d) To authorise the board of directors of the Company to fix the directors' remuneration.  |                         |                             |
| 4.                                       | 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.                |                         |                             |
| 5.                                       | 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.                                    |                         |                             |
| 6.                                       | 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. |                         |                             |
| SPECIAL RESOLUTION <sup>(Note 9)</sup>   |   | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
| 7.                                       | To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.  |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022 Signature <sup>(Note 5)</sup>: \_\_\_\_\_

#### 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 (if the form of proxy will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be returned on or after 15 August 2022), 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.
  - Full text of the resolution is set out in the circular of the Company dated 28 July 2022 and despatched to the shareholders of the Company together with this form of proxy.
- PERSONAL INFORMATION COLLECTION STATEMENT**
- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance (Chapter 486, Laws of Hong Kong) ("PDPO").
  - Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the annual general meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
  - Your and your proxy's Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and retained for such period as may be necessary for our verification and record purposes.
  - By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
  - You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Privacy Compliance Officer, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or after 15 August 2022: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong).