



衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6893)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 29 SEPTEMBER 2022

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares (the "Shares") of HK\$0.1 each in the share capital of Hin Sang Group (International) Holding Co. Ltd. (the "Company"), hereby appoint the Chairman of the annual general meeting of the Company (the "AGM"), or ^(Note 3) _____
of _____
to act as my/our proxy to attend and act for me/us and on my/our behalf at the AGM to be held at Unit 1213-15, 12/F, Seapower Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 29 September 2022 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM ("Notice") and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, 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 financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2022		
2.	(a) To re-elect Ms. Wong Wai Ling as a non-executive director of the Company		
	(b) To re-elect Ms. Tian Shanshan as a non-executive director of the Company		
	(c) To re-elect Mr. Lee Luk Shiu as an independent non-executive director of the Company		
3.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of all the directors of the Company		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration		
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the existing issued share capital		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal in additional shares in the Company not exceeding 20% of the aggregate nominal amount of the existing issued share capital		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal in shares by the number of shares repurchased		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
8.	To consider and approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company and adopt the second amended and restated memorandum of association and articles of association of the Company		

Dated the _____ day of _____ 2022 Shareholder's signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out "the Chairman of the annual general meeting of the Company (the "AGM"), or" and insert the name and address of the proxy desired in the space provided. **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, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the Notice.
- 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, attorney or other person duly authorized to sign the same.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if this form of proxy will be deposited on or after 15 August 2022) not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 27 September 2022) before the time appointed for holding of the AGM or the adjourned meeting (as the case may be).
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or proxy, will be accepted to the exclusion of the votes of the joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the AGM if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
- The full text of the resolutions to be proposed at the AGM is set out in the Notice, which is included in the circular of the Company dated 29 July 2022.

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 AGM (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 authorised 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 Investor Services Limited at the above address.