



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 26 SEPTEMBER 2024

I/We ^(Note 1) _____ being
of _____ being
the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.1 each (the “Shares”) 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 Thursday, 26 September 2024 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 of the Company (the “Directors”) and the auditors of the Company for the year ended 31 March 2024.		
2.	(a) To re-elect Ms. Kwan Lai Man as an executive Director.		
	(b) To re-elect Ms. Tian Shanshan as a non-executive Director.		
	(c) To re-elect Mr. Lee Luk Shiu as an independent non-executive Director, who has served the Company for more than nine years as independent non-executive Director.		
3.	To authorise the board of Directors of the Company (the “Board”) to fix the Directors’ remuneration.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to repurchase Shares of the Company not exceeding 10% of the aggregate number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of this resolution.		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) of the Company not exceeding 20% of the aggregate number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of this resolution.		
7.	To approve the extension of the general mandate to be granted to the Directors to allot, issue and deal with additional Shares of the Company by the aggregate number of Shares of the Company repurchased by the Company.		

Dated the _____ day of _____ 2024 Shareholder’s signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The full name(s) 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain at his/her discretion. 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 authorised to sign the same.
- In order 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 lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 24 September 2024) 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 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 of the Company.
- A proxy needs not be a member of the Company but must attend the AGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person 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 26 July 2024.

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.