



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 19 JANUARY 2016 AT 2:30 P.M.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares (the “Shares”) of HK\$0.10 each in the share capital of Hin Sang Group (International) Holding Co. Ltd. (the “Company”), hereby appoint the Chairman of the Meeting ^(Note 3) or _____
of _____
to act as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to be held at Flat B, 12/F, Hi-Tech Centre, 11 Wang Yip Street West, Yuen Long, New Territories, Hong Kong on Tuesday, 19 January 2016 at 2:30 p.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 Meeting and at the Meeting (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(a)	To approve, confirm and ratify the memorandum entered into between Tai Wo Tong Pharmaceutical (Hong Kong) Company Limited, an indirect wholly owned subsidiary of the Company (as purchaser) and both Mr. Pang Siu Hin and Ms. Kwan Lai Man (as vendors) dated 10 December 2015 (the “Memorandum”) in relation the acquisition of the properties situated at 7th Floor (Unit C, D and E), Wang Yip Centre, No. 18 Wang Yip Street East, Yuen Long, New Territories, Hong Kong for a total consideration of HK\$18,800,000 (the “Acquisition”) and all the transactions contemplated thereunder.		
1(b)	To authorise any one director of the Company to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Memorandum and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Memorandum.		

Dated the _____ day of _____ 2015/2016 Shareholder's signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting 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.**
4. **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 Meeting other than referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized 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.
6. 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 Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
7. 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.