



# 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 THURSDAY, 23 JUNE 2016 AT 10:00 A.M.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 <sup>(Note 3)</sup> 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 Thursday, 23 June 2016 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 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 <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1	<p>(a) The subscription agreement dated 27 April 2016 (the “<b>Fullshare Subscription Agreement</b>”) (as defined in the circular of the Company dated 3 June 2016 (the “<b>Circular</b>”)) entered into between the Company as the issuer and Fullshare Holdings Limited (“<b>Fullshare</b>”) as the subscriber in relation to the subscription of 250,000,000 new ordinary shares of HK\$0.1 each in the share capital of the Company (the “<b>Fullshare Subscription Shares</b>”) at a subscription price of HK\$1.18 per Fullshare Subscription Share, and any transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Fullshare Subscription Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and</p> <p>(c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Fullshare Subscription Shares, the Directors be and are hereby specifically authorised to allot and issue such number of new ordinary shares of HK\$0.01 each in the capital of the Company as may be required to be allotted and issued pursuant to the terms of the Fullshare Subscription Agreement, where such Fullshare Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue.</p>		

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <i>(Note 4)</i>	<b>AGAINST</b> <i>(Note 4)</i>
2	<p>(a) the subscription agreement dated 27 April 2016 (the “<b>Zall Capital Subscription Agreement</b>”) (as defined in the Circular) entered into between the Company as the issuer and Zall Capital Limited (“<b>Zall Capital</b>”) as the subscriber in relation to the subscription of 30,000,000 new ordinary shares of HK\$0.1 each in the share capital of the Company (the “<b>Zall Capital Subscription Shares</b>”) at a subscription price of HK\$1.18 per Zall Capital Subscription Share, and any transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Zall Capital Subscription Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and</p> <p>(c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Zall Capital Subscription Shares, the Directors be and are hereby specifically authorised to allot and issue such number of new ordinary shares of HK\$0.1 each in the capital of the Company as may be required to be allotted and issued pursuant to the terms of the Zall Capital Subscription Agreement, where such Zall Capital Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue.</p>		
3	<p>(a) the joint venture agreement dated 27 April 2016 (the “<b>JV Agreement</b>”) entered into between the Company and Fullshare and the transactions contemplated thereunder be and in connection with each of them be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the JV Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.</p>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2016

Shareholder’s signature *(Note 5)*: \_\_\_\_\_

**Notes:**

1. Full names(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.