



Hing Lee (HK) Holdings Limited

興利（香港）控股有限公司

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)
(Stock code: 396)

Form of Proxy for use at the Special General Meeting to be held on 16 August 2024

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ shares (Note 2) of HK\$0.01 each in the share capital of the Hing Lee (HK) Holdings Limited 興利（香港）控股有限公司 (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3) or _____ of _____
as my/our proxy to attend at the Special General Meeting (and at any adjournment thereof) of the Company to be held at Unit 1101, 11/F, Delta House, 3 On Yiu Street, Shatin, N.T. Hong Kong on Friday, 16 August 2024 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION (Note 4)		FOR (Note 4)	AGAINST (Note 4)
1.	To confirm, approve and ratify the Sale and Purchase Agreement (as defined in the circular of the Company dated 26 July 2024) and the transactions contemplated thereunder.		
SPECIAL RESOLUTION (Note 4)		FOR (Note 4)	AGAINST (Note 4)
2.	To approve the cancellation of entire amount standing to the credit of the share premium account of the Company and apply part of the credit arising from the share premium cancellation to eliminate in full the accumulated losses of the Company and credit the remaining balance to the contributed surplus account of the Company.		
ORDINARY RESOLUTION (Note 4)		FOR (Note 4)	AGAINST (Note 4)
3.	To approve the payment of a special dividend of HK7.51 cents per share of the Company in cash out of the contributed surplus account of the Company to shareholders of the Company.		

Dated this day _____ of _____ 2024 Signature: _____

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 form of proxy will be deemed to relate to all the shares of the Company registered in our name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. You may appoint more than one proxy to attend and vote at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The description of the resolutions in this form is by way of summary only. Please refer to the notice of the Special General Meeting dated 26 July 2024 for the full text of these resolutions. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- 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 executed under seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by 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.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Special General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.