



Kiu Hung International Holdings Limited

僑雄國際控股有限公司

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

(Stock Code: 00381)

Proxy Form for the Special General Meeting to be held on Monday, 19 April 2021 at 10:00 a.m. (or any adjournment thereof)

I/We¹, _____
of _____
being the registered holder(s) of² _____ shares (the “Shares”) of HK\$0.01 each in the capital of Kiu Hung International Holdings Limited (the “Company”), hereby appoint the chairman of the Meeting, or³ _____ of _____ as my/our proxy/proxies to attend the special general meeting (the “Special General Meeting”) (or any adjournment thereof) of the Company to be held at Harbour Plaza Room I, B1/F, Harbour Plaza, North Point, 665 King’s Road, North Point, Hong Kong on Monday, 19 April 2021 at 10:00 a.m. and vote for me/us and on my/our behalf in respect of the following resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit:

Capitalised terms used herein shall have the same meaning as those defined in the notice dated 30 March 2021 convening the Special General Meeting.

ORDINARY RESOLUTION		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve and confirm the Sale and Purchase Agreement, the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement entered into between the Vendor, the Guarantor and the Purchaser in relation to the acquisition of 51% equity interests in the Target Company at an aggregate Consideration of HK\$170,000,000, which shall be satisfied by the allotment and issue of the Convertible Bonds with an aggregate principal amount of HK\$170,000,000 by the Company to the Vendor (or its nominee), at the conversion price of HK\$2 per Conversion Share, and the transactions contemplated thereunder (including but not limited to the issuance of Convertible Bonds and the grant of the Specific Mandate for the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds at the conversion price of HK\$2 per Conversion Shares (subject to adjustment pursuant to the terms and conditions of the Convertible Bonds)), and to authorized any one or more of the directors of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient to carry and implement the Sale and Purchase Agreement, the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement and all the transactions contemplated thereunder, the details of this resolution are set out in the notice of the Special General Meeting dated 30 March 2021.		

Signature⁵ _____

Dated _____

Notes:

- Full name(s) and address(es) to be issued 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 the Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the chairman of the Meeting” and insert the name(s) and address(es) of the persons you wish to appoint in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT:** If you wish to vote for any resolution, please indicate with an “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with an “✓” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, your proxy will be entitled to vote for or against the resolution or to abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Special General Meeting other than those referred to in the Notice convening the Special General Meeting.
- 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 executed either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- To be valid, you are requested to lodge this form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, not less than 48 hours before the time fixed for holding the Special General Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for his purpose seniority shall be determined by the order in which the names stand in the register of members.
- The proxy need not be a shareholder of the Company but must attend the Special General Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Special General Meeting if you so wish. If you attend and vote at the Special General Meeting, the authority of your proxy will be revoked.