



# Hang Chi Holdings Limited

## 恒智控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8405)

### PINK FORM OF PROXY FOR THE COURT MEETING ON WEDNESDAY, 19 FEBRUARY 2025 (OR ANY ADJOURNMENT THEREOF)

IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 0362 of 2024 (CRJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION) (AS REVISED)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 2023 (AS REVISED)

AND IN THE MATTER OF HANG CHI HOLDINGS LIMITED 恒智控股有限公司

**Pink form of proxy for use at the court meeting of the Scheme Shareholders (as defined in the Scheme Document) to be held on Wednesday, 19 February 2025 at 11:00 a.m. (or any adjournment thereof) (the "Court Meeting").**

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of the Company,  
**HEREBY APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the Court Meeting, as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the Court Meeting (or any adjournment thereof) to be held at Unit 1107, 11/F, Tower 3 Enterprise Square, No. 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 19 February 2025 at 11:00 a.m. (Hong Kong time), for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme referred to in the notice convening the Court Meeting dated Monday, 27 January 2025 and, at such Court Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) for the Scheme (either with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| FOR the Scheme <sup>(Note 4)</sup> | AGAINST the Scheme <sup>(Note 4)</sup> |
|------------------------------------|--|
|                                    |  |

Dated: \_\_\_\_\_

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) of the member(s) completing this form should be inserted in **BLOCK CAPITALS** in the space provided. The names of all joint holders should be stated.
2. Please insert the number of shares in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). A Scheme Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Court Meeting. If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the form of proxy.
3. Any member of the Company entitled to attend and vote at the Court Meeting is entitled to appoint another person to attend and vote instead of him/her. A proxy need not be a member of the Company but must attend the Court Meeting in person to represent you. Please insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box or putting a tick in both boxes will entitle your proxy to cast your 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 said meeting other than that referred to in the notice convening the meeting.
5. 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 executed under its common seal or under the hand of an agent or officer or other person duly authorised to sign the same. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
6. In the case of joint holders of a share in the capital of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
7. In order to be valid, this form of proxy, together with the letter or power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar, **Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong**, not less than 48 hours before the time fixed for holding the Court Meeting (or any adjournment thereof), or in the case of a poll taken subsequently to the date of the Court Meeting (or adjourned meeting), not less than 48 hours before the time appointed for the taking of the poll, provided always that the Chairman of the Court Meeting may at his discretion direct that the form of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the form of proxy duly signed is in the course of transmission to the Company.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Court Meeting (or any adjournment thereof) if you so wish. In the event that you attend and vote at the Court Meeting (or any adjournment thereof) after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
9. The notice of the Court Meeting is set out in the scheme document dated Monday, 27 January 2025 jointly issued by Hang Chi Development & Investment Limited and the Company (the "**Scheme Document**").
10. Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the Scheme Document.

#### 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 Court Meeting (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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at the address stated above.