



Hang Chi Holdings Limited

恒智控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8405)

WHITE FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING ON WEDNESDAY, 19 FEBRUARY 2025 (OR ANY ADJOURNMENT THEREOF)

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of Hang Chi Holdings Limited
(the "Company"), HEREBY APPOINT ^(Note 3) _____
of _____
or failing him/her, the Chairman of the EGM, as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the EGM (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 11:30 a.m. (Hong Kong time) (or if later, immediately after the conclusion or adjournment of the Court Meeting, convened for the same place and date), for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the EGM and, at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	THAT (a) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the "Scheme") as set out in the composite scheme document dated 27 January 2025 (the "Scheme Document") on the Effective Date (as defined in the Scheme Document), any reduction of the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document) be and is hereby approved; and (b) contemporaneously with (a) above the maintenance of the issued share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the cancellation and extinguishment of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme for allotment and issue to the Offeror (as defined in the Scheme Document), be and are hereby approved.		
ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	THAT any one director of the Company be and is hereby authorised to do all acts and things and/or execute all such documents as considered by them to be necessary for or desirable in connection with the implementation of the Proposal (as defined in the Scheme Document) and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) the allotment and issue of the Shares to the Offeror referred to above; and (iii) the giving, on behalf of the Company, of any required consent to any modification of, or addition to, the Scheme which the Grand Court of the Cayman Islands may see fit to impose.		

Dated: _____

Signature ^(Note 5): _____

Contact Phone Number: _____

Notes:

- 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.
- 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 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 EGM. 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.
- Any member of the Company entitled to attend and vote at the EGM 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 EGM in person to represent you. Please insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** 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.
- 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 INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- 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.
- 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 for holding the EGM (or any adjournment thereof), or in the case of a poll taken subsequently to the date of the EGM (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 EGM 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.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish. In the event that you attend and vote at the EGM (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.
- The notice of the EGM is set out in the scheme document dated 27 January 2025 jointly issued by Hang Chi Development & Investment Limited and the Company (the "Scheme Document").
- 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 EGM (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.