



HM International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8416)

Number of shares to which this
form of proxy relates (Note 1)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON 9 MAY 2024 (THURSDAY)**

I/We (Note 2) _____
of _____
being the registered holder(s) of shares in the issued share capital of HM International Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting (Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company for the year 2023 to be held at 9/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on 9 May 2024 (Thursday) at 11:00 a.m..

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast (Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the related reports of the directors and auditors for the year ended 31 December 2023.		
2.	To approve the declaration of a final dividend for the year ended 31 December 2023 of HK2.0 cents per share of HK\$0.01 each in the capital of the Company.		
3.	(i) To re-elect the following retiring directors of the Company: (a) Ms. Chan Wai Chung Caroline as an executive director (b) Mr. Ng Jack Ho Wan as an independent non-executive director (ii) To authorise the board of directors of the Company to fix the respective directors’ remuneration.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the external auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution (the “Share Buy-back Mandate”).		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution (the “Issuance Mandate”).		
7.	Conditional upon the passing of resolutions nos. 5 and 6 set out in the AGM notice, to extend the Issuance Mandate granted to the directors of the Company by the aggregate number of shares bought back by the Company under the Share Buy-back Mandate.		

Date: _____ 2024

Signature(s) (Note 5) _____

Notes:

- Please insert the number of shares 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or, if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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 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.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on 7 May 2024 (Tuesday)).
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and, in such event, the delivered form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

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 AGM of the Company (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 for use in connection with the Purposes 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at 9/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or Tricor Investor Services Limited at the above address.