



# NGAI HING HONG COMPANY LIMITED

## 毅興行有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1047)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY 17TH NOVEMBER 2022 AT 10:00 A.M. (OR ANY ADJOURNMENT THEREOF) (THE “MEETING”)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_  
shares of HK\$0.10 each in the capital of abovementioned company (the “Company”), **HEREBY APPOINT** <sup>(note 3)</sup> the chairman of the Meeting,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Salons I and II, Mezzanine Level, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong, on Thursday, 17th November 2022 at 10:00 a.m., or at any adjournment thereof, in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and on any resolution or motion which is proposed thereat, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To receive and approve the audited consolidated financial statements, the report of the directors of the Company (the “Directors”, each a “Director”) and the report of the independent auditor of the Company for the year ended 30th June 2022.		
2.	To declare a final dividend for the year ended 30th June 2022;		
3.	A. (i) To re-elect Mr. Hui Sai Chung as an executive Director.		
	(ii) To re-elect Mr. Hui Man Wai as an executive Director.		
	(iii) To re-elect Mr. Yu Chi Kwong as an Independent Non-executive Director.		
	B. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors and any committee of the Board.		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration.		
5.	A. Resolution No. 5A as set out in the Notice of the Meeting.		
	B. Resolution No. 5B as set out in the Notice of the Meeting.		
	C. Resolution No. 5C as set out in the Notice of the Meeting.		
6.	To approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme (as defined in the circular of the Company dated 18th October 2022).		
SPECIAL RESOLUTION		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
7.	To approve the amendments to the existing bye-laws of the Company as set out in Appendix IV to the circular of the Company dated 18th October 2022 (the “Proposed Amendments”) and the adoption of the new bye-laws of the Company containing all the Proposed Amendments in substitution for and to the exclusion of the existing bye-laws of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature(s) <sup>(note 6)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, delete the words “the chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under its seal or under the hand of an officer or attorney duly authorised.
- 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 certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, 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 adjourned meeting.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- The description of the resolutions herein is by way of summary only. The full text of the resolutions is set out in the notice of the Meeting.

\* For identification purpose only