



Hang Chi Holdings Limited 恒智控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8405)

FORM OF PROXY ANNUAL GENERAL MEETING TO BE HELD ON 29 APRIL 2019 OR AT 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) the chairman of the meeting or _____ of _____ as my/our proxy to attend for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Room D, 35/F., T G Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on 29 April 2019, Monday, at 3 p.m. (and at any adjournment thereof) and to vote for me/us and on my/our behalf in respect of the ordinary resolutions as set out in the notice convening the Meeting as indicated below, or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	To receive and consider the audited financial statements of the Company and its subsidiaries, and the reports of the directors of the Company (the "Directors") and of the independent auditor of the Company (the "Auditor") for the year ended 31 December 2018.		
2.	(a) To re-elect Mr. Chung Kin Man as executive Director.		
	(b) To re-elect Ms. Chung Wai Man as executive Director.		
	(c) To re-elect Mr. Lui Chi Tat as executive Director.		
	(d) To re-elect Mr. Kwok Chi Shing as independent non-executive Director.		
	(e) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint Ernst & Young as Auditor and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the shares of the Company, in terms as set out as ordinary resolution number 4 in the notice convening the Meeting (the "Notice").		
5.	To grant a general mandate to the Directors to repurchase the shares of the Company, in terms as set out as ordinary resolution number 5 in the Notice.		
6.	To approve the extension of the general mandate to be granted to the Directors to allot, issue and otherwise deal with the shares of the Company, in terms as set out as ordinary resolution number 6 in the Notice.		

Dated this _____ day of _____, 2019 Signature(s): _____ ^(Note 5)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**. The names of all joint holders should be stated.
- Please insert the number of the Company's shares 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 in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either 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 amendment of a resolution put to 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 either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders, any one of such joint holders may attend and 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 are present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of the relevant share(s) shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to Boardroom Share Registrars (HK) Limited, the branch share registrar of the Company in Hong Kong, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting should you so wish, but this form of proxy will in which case be deemed to be revoked.
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting dated 19 March 2019 issued by the Company.