

HKRI

香港興業國際集團有限公司*

HKR International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00480)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 24 AUGUST 2022 AND AT ANY ADJOURNMENT THEREOF

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2) of HK\$0.25 each in the capital of HKR International Limited
香港興業國際集團有限公司 (the “Company”), hereby appoint **THE CHAIRMAN OF THE MEETING** or ^(Notes 3 & 4) _____
of _____
as my/our proxy to attend the annual general meeting of the Company (or any adjournment thereof) to be held at Grand Azure, Ground Floor, Auberge
Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on Wednesday, 24 August 2022 at 11:00 a.m. (the “Meeting”) and to
vote for me/us at the Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive the audited consolidated financial statements and the reports of the Board of Directors and the Independent Auditor of the Company for the year ended 31 March 2022.		
2.	To declare a final dividend for the year ended 31 March 2022.		
3.	(1) To re-elect Mr TANG Moon Wah as an Executive Director;		
	(2) To re-elect Ms WONG CHA May Lung Madeline as a Non-executive Director;		
	(3) To re-elect Mr CHA Yiu Chung Benjamin as a Non-executive Director;		
	(4) To re-elect Mr CHEUNG Wing Lam Linus as an Independent Non-executive Director; and		
	(5) To authorise the Board of Directors of the Company to fix the fees of all Directors of the Company (including any new Director who may be appointed) for the year ending 31 March 2023.		
4.	To re-appoint Messrs PricewaterhouseCoopers as the Independent Auditor of the Company for the ensuing year and to authorise the Board of Directors of the Company to fix their remuneration.		
5.	(1) To grant a general mandate to the Directors of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of the Company [#] (“Issue Mandate”).		
	(2) To grant a general mandate to the Directors of the Company to purchase or buy back shares of the Company [#] (“Buy-back Mandate”).		
	(3) Conditional on the passing of resolutions numbered 5(1) and 5(2), to extend the Issue Mandate to include those purchased under the Buy-back Mandate [#] .		
	SPECIAL RESOLUTION		
6.	To approve the adoption of the new amended and restated memorandum and articles of association of the Company [#] .		

[#] Full text of the relevant resolution is set out in the notice dated 19 July 2022 convening the Meeting.

Dated this _____ day _____, 2022

Signature ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) 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).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend the same occasion.
- If any proxy other than the chairman of the Meeting is preferred, please strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided.
- If you wish to vote **FOR** or **AGAINST** the resolution, please indicate with a (“✓”) in the appropriate space. In the absence of any such indication, the proxy will vote or abstain at his/her discretion. A member present by proxy is entitled to one vote for every fully-paid share held and a member entitled to more than one vote need not cast all his/her votes in the same way. A tick (“✓”) in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly. A number in the relevant box indicates that the votes attached to the number of shares referred to in the box will be cast accordingly.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under seal, or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, if more than one of such joint holders are present personally or by proxy, that one of the said persons so present whose name stands first on the register shall alone be entitled to vote.
- 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 of that power of attorney or other authority, shall be deposited at the Investor Centre of the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. at or before 11:00 a.m. on Monday, 22 August 2022) or any adjournment thereof (as the case may be).
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. In such event, the form of proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

* Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong