



**HUA YIN INTERNATIONAL HOLDINGS LIMITED**  
**華音國際控股有限公司**  
(Incorporated in Bermuda with limited liability)  
(stock code: 989)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
(OR AT ANY ADJOURNMENT THEREOF)**

I/We<sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_<sup>(note 1)</sup>  
being the holders of \_\_\_\_\_<sup>(note 2)</sup> ordinary shares of HK\$0.05 each in the share capital of HUA YIN INTERNATIONAL HOLDINGS LIMITED (the “Company”), HEREBY APPOINT<sup>(note 3)</sup> the chairperson of the annual general meeting of the Company, or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, \_\_\_\_\_  
of as my/our proxy to attend and act for me/us at the annual general meeting (or any adjournment thereof) to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Monday, 18 September 2023 at 11:00 a.m. (“AGM”) to consider and, if thought fit, pass the resolutions as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or 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 adopt the audited financial statements for the year ended 31 March 2023 together with the reports of directors and of independent auditor thereon		
2.	(a) To re-elect Mr. Li Junjie as executive director		
	(b) To re-elect Mr. Xu Yingchuan as executive director		
	(c) To re-elect Mr. Tsang Hung Kei as independent non-executive director		
3.	To authorise the board of directors to fix the remuneration of directors		
4.	To re-appoint the auditor of the Company and to authorise the board of directors to fix its remuneration		
5A.	To grant a general mandate to the directors to repurchase shares up to 10% of the total number of shares in issue on the date of passing this resolution		
5B.	To grant a general mandate to the directors to issue new shares up to 20% of the total number of shares in issue on the date of passing this resolution		
5C.	To extend the general mandate granted to the directors to issue shares by adding the aggregate number of shares repurchased		

Date: \_\_\_\_\_ Signature(s)<sup>(note 5)</sup>: \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **block capitals**.
- Please indicate clearly the number of the shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the AGM, please cross out “the chairman of the annual general meeting of the Company, or”, and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder is entitled to appoint proxy(ies) to attend and vote at the meeting on his behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. The proxy needs not be a member of the Company but must attend the AGM in person to represent you. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.**
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the corporate seal or under the hand of the chairman of its board of directors or attorney duly authorised in writing. Any alteration made to this proxy form must be initialled by the person(s) who sign it.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited, in case of those members registered on the principal register: at the office of the Company’s principal share registrar, MUFG Fund Services (Bermuda) Limited, c/o Suntera Corporate Services Limited at 18/F, On Building, 162 Queen’s Road Central, Central, Hong Kong and in case of those members registered on the Hong Kong branch register: at the office of the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than Saturday, 16 September 2023 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and delivery of this form will not preclude you from attending and voting at the AGM if you wish.
- Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, 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 joint holding.
- The description of the resolutions in this form is by way of summary only. Please refer to the notice of the AGM dated 25 July 2023 convening the AGM for the full text of these resolutions.