



THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

PROXY FORM

Form of proxy for the special general meeting (the “SGM”) of Theme International Holdings Limited (the “Company”) to be held at Unit 3401–03, 34/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on Monday, 25 March 2024 (or at any adjournment thereof).

I/We¹ _____ of _____ being registered holder(s) of _____ shares² of HK\$0.0025 each in the capital of the Company, hereby appoint the Chairman of the SGM, or³ _____ of _____ as my/our proxy to vote and act for me/us at the SGM (or at any adjournment thereof) to be held at Unit 3401–03, 34/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on Monday, 25 March 2024 for the purpose of considering and, if thought fit, passing, with or without modification, the resolution set out in the notice convening the SGM (the “Notice”) and at such SGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.⁴

	ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
1.	To approve the exercise of the Call Option and the transactions contemplated thereunder as set out in the Notice. ¹⁰		

Date: _____

Signature⁵: _____

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 the 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 any proxy other than the Chairman is preferred, strike out “Chairman of the SGM” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to the Notice convening the SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- In the 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 the 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.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarised copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the “Share Registrar”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 11:00 a.m. on Saturday, 23 March 2024 or not less than 48 hours before the time appointed for holding any adjourned meeting.
- A proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the SGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.
- The full text of the above ordinary resolution appears in the Notice dated 7 March 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap. 486 (“PDPO”), which will include the names and mailing addresses of you and your appointed proxies.
- The Personal Data provided in this form may be used in connection with processing your appointment of proxies at the SGM and instructions. Your supply of the Personal Data to the Company and/or the Share Registrar is on a voluntary basis. However, the Company may not be able to effect the appointment of your proxies and instructions unless you provide us with the Personal Data.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification, notification and record purposes.
- You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be in writing and sent by post to the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.