



361 Degrees International Limited

361 度國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1361)

Proxy Form for the Annual General Meeting to be held on 25 April 2024 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____ being the registered holder(s)
of _____ share(s) ^(Note 2) (“Shares”) with nominal value of
HK\$0.1 each in the share capital of 361 Degrees International Limited (the “Company”), HEREBY APPOINT the Chairman of the annual general meeting
(the “Meeting”) or _____
of _____ to act as my/our proxy ^(Note 3) to attend and vote for me/us and
on my/our behalf at the Meeting of the Company to be held at Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Admiralty,
Hong Kong on Thursday, 25 April 2024 at 10:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, the proposed resolutions
as set out in the notice convening the Meeting (the “Notice”) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit and on any
other resolution properly put to the Meeting.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited financial statements and the reports of the directors (the “Directors” and each, a “Director”) and the auditors (the “Auditors”) of the Company for the year ended 31 December 2023.		
2.	To declare final dividend for the year ended 31 December 2023 of HK13.9 cents per ordinary share of the Company.		
3.	(i) To re-elect Mr. Ding Huihuang as an executive Director.		
	(ii) To re-elect Mr. Wang Jiabi as an executive Director.		
	(iii) To re-elect Mr. Wu Ming Wai Louie as an independent non-executive Director.		
4.	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
5.	To re-appoint Moore CPA Limited (formerly known as Moore Stephens CPA Limited) as the Auditors and to authorise the Board to fix their remuneration.		
6.	To grant a general mandate to the Directors to buy back the Shares.		
7.	To grant a general mandate to the Directors to allot, issue and deal with the Shares.		
8.	To extend the general mandate granted to the Directors to issue Share by the number of Shares bought back.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
9.	To approve the existing articles of association of the Company be amended in the manner as set out in the circular of the Company dated 28 March 2024 (the “Circular”) and to approve and adopt the second amended and restated articles of association of the Company which consolidates all the proposed amendments mentioned in the Circular in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect, and to authorise the Directors to do all things necessary to implement the adoption of the second amended and restated articles of association of the Company.		

Dated the _____ 2024

Signature(s) ^(Notes 5, 6, 7, 8 and 9) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) or” and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, your proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, your proxy will, in relation to that particular proposed resolution, vote or abstain 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 set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting (i.e. by 10:00 a.m. on Tuesday, 23 April 2024) or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.