



HUABAO INTERNATIONAL HOLDINGS LIMITED

華寶國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00336)

Proxy Form for the Special General Meeting to be held on Tuesday, 14 May 2024

I/We ^(Note 1) _____ (name)
of _____ (address),
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the share capital of
Huabao International Holdings Limited (the "Company"), HEREBY APPOINT ^(Note 3) _____ (name)
of _____ (address)

or failing him/her, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company (the "Meeting") to be held at **Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 14 May 2024 at 09:45 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same date at 9:30 a.m. (whichever is later) (if there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 14 May 2024 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 14 May 2024 that either of the above mentioned warnings is to be issued within the next two hours, or the extreme conditions as announced by the Government of Hong Kong still exists two hours prior to 9:30 a.m. on 14 May 2024, then the provisions contained in Note 10 below shall be applicable)**, and at any postponement or any adjournment of such meeting, for the purpose of considering, and if thought fit, passing the resolutions as set out in the notice convening the Meeting ("Notice"). I/We direct that my/our vote(s) be cast on the following resolutions as indicated by an "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

	RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
1	Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, open offer with price-dilutive element as referred to in the Supplementary Guidance (as defined in the circular of the Company dated 18 April 2024, "Circular"), subdivision, consolidation or reduction of share capital of the Company from time to time) (the "Share(s)") which may be issued in respect of the share options to be granted under the 2024 Share Option Scheme (as defined in the Circular), to consider and approve the adoption of the 2024 Share Option Scheme and the Scheme Mandate Limit (as defined in the Circular), and to authorise any director of the Company (the "Director") and/or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme.		
2	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme (as defined in the Circular), to consider and approve the adoption of the 2024 Share Award Scheme and the Scheme Mandate Limit and to authorise any Director and/or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Award Scheme.		
3	Conditional upon either one or both of resolution no. 1 and resolution no. 2 above being passed, to consider, approve and adopt, within the Scheme Mandate Limit, the Service Provider Sublimit (as defined in the Circular) on the total number of Shares that may be issued in respect of all share options and share awards to be granted to the Service Providers (as defined in the Circular) under all share schemes of the Company (i.e. 1% of the total number of Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit), and to authorise the Directors to take all such steps and attend all such matters, approve and execute such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.		
4	Conditional upon resolution no. 1 above being passed, to consider and approve the termination of the 2016 Share Option Scheme which was adopted by the Company on 9 August 2016 with effect from the adoption of the 2024 Share Option Scheme.		
5	Conditional upon resolution no. 2 above being passed, to consider and approve the termination of the 2022 Share Award Scheme which was adopted by the Company on 20 May 2022 with effect from the adoption of the 2024 Share Award Scheme.		

Signature ^(Note 5): _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint holders, the names of all joint holders should be stated.
2. Please insert the number of ordinary shares of HK\$0.10 each registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to those shares. 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).
3. If you wish to appoint a proxy other than the chairman of the Meeting, please strike out **THE CHAIRMAN OF THE MEETING** and insert the name and address of the person you wish to appoint in the space provided. A shareholder of the Company (the "**Shareholder(s)**") may appoint one or more proxies to attend the Meeting and vote for him/her. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT**. The proxy needs not be the Shareholder, but must attend the Meeting (or postponement or adjournment thereof) to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE AN "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE AN "✓" IN THE BOX MARKED "AGAINST"**. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his/her discretion. **Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.**
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, if the appointor is a corporation, it must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. Where there are joint holders of any share 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/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for these purposes be deemed joint holders.
7. To be valid, this form of proxy must be completed in accordance with the instructions set out herein and deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified true copy thereof, not less than 48 hours before the time appointed for holding the Meeting or postponed or adjourned meeting.
8. Completion and return of the form of proxy will not preclude a member from attending the Meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
9. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the Meeting.
10. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 14 May 2024 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 14 May 2024 that either of the above mentioned warnings is to be issued within the next two hours, or the extreme conditions as announced by the Government of Hong Kong still exists two hours prior to 9:30 a.m. on 14 May 2024, the Meeting shall automatically be postponed to the next Business Day on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is in force between the hours from 7:30 a.m. to 9:30 a.m. or the extreme conditions as announced by the Government of Hong Kong still exists two hours prior to 9:30 a.m. and in such case the Meeting shall be held at 9:45 a.m. on that Business Day at Suite 3008, 30th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. "Business Day", in this context, shall mean a day (not being a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business.

* *For identification purpose only*