



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

SECOND FORM OF PROXY

Number of Shares to which this Second form of proxy relates ^(note 1)	
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I/We ^(note 2) _____
of _____
being the registered holder(s) of ordinary shares of HK\$0.01 each (the "Shares") in the capital of the Company **HEREBY APPOINT** ^(note 3) _____
of _____

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to attend and vote for me/us and/or my/our behalf at the Meeting of the Company to be held at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 23 May 2025 at 10:00 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, with or without modifications, passing the resolutions set out in the notice dated 23 April 2025 (the "Notice") and the supplemental notice dated 29 April 2025 (the "Supplemental Notice") convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as hereunder Indicated.

Please indicate with a "✓" in the boxes provided how you wish the proxy to vote on your behalf ^(note 4). Should this second form of proxy be returned duly signed, but without a specific direction, the proxy will vote or abstain at his/her/its discretion.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive, consider and adopt the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2024 (the "Year").		
2.	(a) To approve the declaration of a final dividend of HK\$0.01 per Share for the Year. (b) To approve the declaration of a special dividend of HK\$0.01 per Share for the Year.		
3.	(a) To re-elect Mr. Hu, Chia-Ho as an executive director of the Company. (b) To re-elect Ms. Tsai Patty, Pei Chun as a non-executive director of the Company. (c) To re-elect Mr. Feng Lei Ming as an independent non-executive director of the Company. (d) To authorise the board of directors of the Company (the "Board") to fix the directors' remuneration for the year ending 31 December 2025.		
4.	To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company to hold office until the conclusion of next annual general meeting and authorise the Board to fix its remuneration.		
5.	A. To grant a general mandate to the Board to issue, allot and deal with additional Shares not exceeding 20% of the number of the issued Shares.* B. To grant a general mandate to the Board to repurchase Shares not exceeding 10% of the number of the issued Shares.* C. To extend the general mandate granted under resolution number 5A by adding the number of Shares repurchased pursuant to the mandate granted under resolution number 5B.*		
6.	(a) To re-elect Mr. Chiu, Hui-Yao ("Mr. Chiu") as a non-executive director of the Company. (b) To re-elect Ms. Chang, Su-Ching ("Ms. Chang") as an executive director of the Company. (c) To authorise the Board to fix the remuneration of Mr. Chiu and Ms. Chang for the year ending 31 December 2025.		

* The full text of the resolutions is set out in the Notice, which is included in the Company's circular dated 23 April 2025 (the "Circular") despatched to the shareholders of the Company.

Dated this _____ day of _____ 2025

Shareholder's Signature: _____ ^(note 5)

Notes:

1. Please insert the number of Shares. If no number is inserted, this second form of proxy will be deemed to relate to all the Shares registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the Meeting is preferred, please insert the name and address of the proxy desired in the space provided and delete the words "or failing him/her, the Chairman of the Meeting". If no name is inserted, the Chairman of the Meeting will act as proxy. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK "✓" THE BOXES BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK "✓" THE BOXES BELOW THE BOX MARKED "AGAINST".** Failure to tick either boxes will entitle your proxy to cast your vote(s) or abstain at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than that referred to in the Notice and the Supplemental Notice.
5. This second form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney or any other person duly authorised.
6. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, 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 registered holders, 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 such joint holding.
7. To be valid, this second form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours prior to the commencement of the Meeting or any adjournment thereof.
8. Unless otherwise stated, capitalised terms used above shall have the meanings ascribed to them in the Circular and the Company's supplemental circular dated 29 April 2025.
9. Completion and return of this second form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting, this second form of proxy will be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) You and your proxy's Personal Data is supplied to the Company on a voluntary basis. If you and your proxy fail to provide sufficient information, it may render the Company not able to process your instructions and/or request as stated in this second form of proxy.
- (iii) You and your proxy's Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You and your proxy have the right to request access to and/or correction of you and your proxy's Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of you and your proxy's Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar by post or by email to PrivacyOfficer@computershare.com.hk.