

VERTICAL INTERNATIONAL HOLDINGS LIMITED

弘浩國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8375)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 6 MAY 2022

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of
HK\$0.05 each in the share capital of Vertical International Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting ^(Note 4)
or _____
with email address of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the
Company for the year 2022 to be held at Unit 2212, 22/F., Global Gateway Tower, 63 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong
Kong on Friday, 6 May 2022 at 11:30 a.m. (and at any adjournment thereof).

Please tick (“√”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 5).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors for the year ended 31 December 2021.		
2.	To consider and approve the payment of a final dividend for the year ended 31 December 2021 entirely out of the share premium account of the Company and to authorise any director of the Company to take actions for the implementation of the payment of the final dividend.		
3.	To re-elect Ms. Chow Cheung Chu as an executive director of the Company.		
4.	To re-elect Mr. Liu Kwan as an independent non-executive director of the Company.		
5.	To authorize the board of directors of the Company to fix the remuneration of directors of the Company.		
6.	To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
7.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
9.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the aggregate number of the shares repurchased by the Company.		

Date: _____ 2022

Signature(s) ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 of the Company registered in your name(s).
- The special arrangements for the AGM adopted by the Company is detailed in the Circular to Shareholders dated 31 March 2022. The AGM will be held with the minimum number of persons present as is legally required to form a quorate meeting by Directors or other staff members who are Shareholders or proxies. No other Shareholders, proxy or corporate representative shall attend the AGM in person. Shareholders may view and listen to the AGM through the Tricor e-Meeting System on a computer, tablet or any browser enabled device. Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. However, Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If you wish to vote on any resolution at the AGM, you should complete this form and **appoint the Chairman of the Meeting as your proxy to exercise your right to vote at the AGM in accordance with your instructions**. If you appoint a person who is not the Chairman of the Meeting as your proxy, that person will not be permitted entry to the AGM venue and will not be able to exercise your vote.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and email address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint more than one proxy (who must be an individual) to attend and vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. The email address of the proxy must be provided.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its seal or under the hand of an officer, attorney or other person duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM by proxy in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. no later than 11:30 a.m. on Wednesday, 4 May 2022) or any adjournment thereof.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.