

ST INTERNATIONAL HOLDINGS COMPANY LIMITED

智紡國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8521)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 25 MAY 2023 AND ANY ADJOURNMENT THEREOF

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares (the "Shares") of HK\$0.01 each in the share capital of ST International Holdings Company Limited (the "Company"), HEREBY APPOINT the chairman of the meeting, or ³ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at 11:00 a.m. on Thursday, 25 May 2023 at Meeting Room 2, 10th Floor, 303 Jaffe Road, Wan Chai, Hong Kong, and at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the "Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as my/our proxy thinks fit.

ORDINARY RESOLUTIONS [#]		For ⁴	Against ⁴
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("Directors") and the auditors of the Company for the year ended 31 December 2022.		
2(a).	To re-elect Mr. Sze Irons, <i>BBS, JP</i> as a Director.		
2(b).	To re-elect Mr. Fong Kin Tat as a Director.		
2(c).	To authorise the board of Directors to fix the respective Directors' remuneration.		
3.	To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4.	To grant the Repurchase Mandate (as defined in the circular of the Company dated 31 March 2023 (the "Circular")) to the Directors to repurchase shares of the Company in the manner as set out in resolution no. 4 of the Notice.		
5.	To grant the General Mandate (as defined in the Circular) to the Directors to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in resolution no. 5 of the Notice.		
6.	To extend the General Mandate granted to the Directors to issue and allot additional shares which represent the number of shares repurchased by the Company in the manner as set out in resolution no. 6 of the Notice.		
SPECIAL RESOLUTION [#]			
7.	To consider and approve the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company and to authorise any one director or company secretary of the Company to do all such acts and arrangements necessary to implement the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company.		

[#] The full text of the resolutions is set out in the Notice.

Signature ⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out "the chairman of the meeting, or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGN(S) IT.**
- IMPORTANT:** If you wish to vote for the resolution, please tick the box marked "For". If you wish to vote against the resolution, please tick the box marked "Against". Failure to complete the box will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road Hong Kong by 11:00 a.m. on Tuesday, 23 May 2023 or not less than 48 hours before any adjournment thereof (as the case may be).
- In the case of 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 Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending the Meeting if you so wish. In such event, this form of proxy will be deemed to be revoked.
- The resolutions set out above will be put to vote at the Meeting by way of poll.