

Hephaestus Holdings Limited

客思控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8173)

Form of proxy for use by the shareholders of Hephaestus Holdings Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Room 402A, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Friday, 22 September 2023 at 2:30 p.m. (or any adjournment thereof)

I/We ^(Note a) _____
of _____
being the registered holder(s) of _____ ^(Note b) ordinary share (each a “Share”) of HK\$0.0005 each of the Company hereby appoint the chairman (the “Chairman”) of the Meeting or _____
of _____
to attend and act as my/our proxy ^(Note c) at the Meeting to be held at Room 402A, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Friday, 22 September 2023 at 2:30 p.m. or at any adjournment thereof and to vote on my/our behalf as indicated below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note d).

Ordinary Resolutions		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and auditor of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Huang Liang as executive Director;		
	(b) To re-elect Ms. Yip Hiu Ying as executive Director;		
	(c) To re-elect Mr. Tang Chin Ting as independent non-executive Director;		
	(d) To re-elect Ms. Tong Yuk Ying Yannie as independent non-executive Director; and		
	(e) To authorise the board of Directors to fix the Directors’ remuneration.		
3.	To re-appoint LIF & Wong CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4.	To grant a general and unconditional mandate to the Directors to issue ordinary Shares. ^(Note j)		
5.	To grant a general and unconditional mandate to the Directors to repurchase the Company’s own Shares. ^(Note j)		
6.	To extend the Shares issue mandate granted to the Directors. ^(Note j)		
Special Resolution		FOR	AGAINST
7.	To approve and adopt the third amended and restated memorandum and articles of association of the Company. ^(Note j)		

Dated this _____ day of _____ 2023

Shareholder’s Signature(s) _____ ^(Notes e, f, g, and h)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be completed.
- b 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 capital of the Company registered in your name(s).
- c A proxy need not be a shareholder 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 Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d 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 this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, and any one of such joint holders may vote, either in person or 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 Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- f This form of proxy must be signed by a shareholder of the Company, or his/her 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.
- g 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 Company’s share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- j The full text of this resolution appears in the notice of the Meeting dated 23 August 2023.