



Mansion International Holdings Limited

民信國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8456)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (THE "AGM") OF MANSION INTERNATIONAL HOLDINGS LIMITED (THE "COMPANY") TO BE HELD AT 2:00 P.M. ON FRIDAY, 29 SEPTEMBER 2023 AT UNITS 5906-5912, 59/F, THE CENTER, 99 QUEEN'S ROAD CENTRAL, CENTRAL, HONG KONG (AND ANY ADJOURNMENT THEREOF)

I/We ⁽¹⁾ _____ of _____ being the registered holder(s) of _____ ordinary share(s)⁽²⁾ of HK\$0.2 each in the capital of the Company, **HEREBY APPOINT** ⁽³⁾ _____ of _____, the Chairman of the AGM, as my/our proxy to vote and act for me/us at the AGM (or any adjournment thereof), to be held at 2:00 p.m. on Friday, 29 September 2023, at Units 5906-5912, 59/F, The Center, 99 Queen's Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice dated 30 August 2023 convening the AGM (the "Notice") and to vote for me/us and in my/our name(s) in respect of each ordinary resolution as indicated below or, if no such indication is given, as my/our proxy(ies) thinks fit ⁽⁴⁾.

Please tick ("✓") the appropriate box to indicate how you wish your votes in respect of each resolution to be cast

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Yao Ruhe as an executive director of the Company;		
	(b) To re-elect Ms. Wong Ying Yu as an independent non-executive director of the Company.		
3.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors for the year ending 31 March 2024.		
4.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company and authorise the Board to fix its remuneration.		
5.	To grant a general and an unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of the passing of this resolution.*		
6.	To grant a general and an unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution.*		
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the Notice, to extend the general and unconditional mandate granted by resolution numbered 5 by adding thereto the Shares repurchased pursuant to the general and unconditional mandate granted by resolution numbered 6.*		
SPECIAL RESOLUTION			
8.	To approve the proposed amendment to the memorandum and articles of association.		

* For the full text of the proposed resolutions, please refer to the Notice as contained in the Company's circular dated 30 August 2023.

Signature(s)⁽⁵⁾: _____

Date: _____ 2023

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the Chairman is preferred, strike out the words "or, the Chairman of the AGM" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any or all of the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the AGM other than that referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any shareholder of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy needs not to be a shareholder of the Company.
- 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 certified copy thereof, must be deposited at the Company's branch 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 by 2:00 p.m. (Hong Kong time) on Wednesday, 27 September 2023 or not later than 48 hours before the time appointed for holding the adjourned meeting.
- Completion and delivery of this form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM, and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the AGM, 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 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.
- Any voting at the AGM shall be taken by poll.

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 Meeting 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 fulfill 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/Union Registrars Limited at the above address.