



Hidili Industry International Development Limited

恒鼎實業國際發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01393)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of ^(Note 2) _____
being registered holder(s) of ^(Note 3) _____
shares (“Shares”) of Hidili Industry International Development Limited (the “Company”), hereby appoint ^(Note 4) the chairman of the meeting,
or _____
of _____
as my/our proxy to attend, act and vote for me/us at the extraordinary general meeting of the Company (the “EGM”) (or any adjournment thereof) to be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 30 January 2023 at 10:30 a.m. on the resolutions set out in the Notice of the EGM as indicated below. If no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 8)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the re-designation and re-classification of the share capital		
2.	To approve the Onshore Restructuring Agreement		
3.	To approve the issue and allotment of the Preferred Shares		
4.	To approve the Settlement Agreements		
5.	To approve the issue and allotment of the Onshore Operating Creditors Converted Shares		
6.	To approve the Scheme		
7.	To approve the issue and allotment of the Scheme Shares		
8.	To grant the Board a specific and unconditional mandate to accept the surrender for no consideration and cancel any Surplus Scheme Shares		
9.	To authorise any one Director to execute all such documents and do such acts and things required in connection with the Scheme and the transactions contemplated thereunder		
SPECIAL RESOLUTIONS ^(Note 8)			
10.	To approve the Proposed Amendments to the Memorandum and Articles		
11.	To approve and adopt the third amended and restated Memorandum and Articles		

Dated the _____ day of _____ Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint Shareholders should be stated.
- Please insert the number of Shares registered in the name of the Shareholder(s). If no number is inserted, this form of proxy (the “Proxy Form”) will be deemed to relate to all the Shares in the Company registered in the name of Shareholder(s).
- 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. Any alteration made to this Proxy Form must be initialled by the person who signs it. The proxy need not be a shareholder of the Company. To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19, Shareholders are strongly encouraged to cast their votes by submitting this Proxy Form appointing the Chairman of the AGM as their proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. Failure to tick either box in respect of a resolution will constitute a specific direction to your proxy entitling your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This Proxy Form must be signed by the Shareholder or his/her duly authorised in writing or, in the case of a corporation, must be either under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint holders of a Share, 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 their names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this Proxy Form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Completion and delivery of this Proxy Form will not preclude Shareholders from attending and voting in person at the meeting.
- For full text of the resolutions, please refer to the circular of the Company dated 30 December 2022.
- Completion and return of this Proxy Form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.