

FSM Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1721)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____ ordinary shares
of HK\$0.01 each in the capital of FSM Holdings Limited (the "Company"), **HEREBY APPOINT** ^{note 3} **THE CHAIRMAN
OF THE MEETING**, or _____
of _____
as my/our proxy to attend for me/us and on my/our behalf at the annual general meeting (and at any adjournment thereof) of the Company to be held at 3:00 p.m. on Tuesday, 13 June 2023 at 21/F, Harbour Commercial Building, 122-124 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^{note 4}	AGAINST ^{note 4}
1.	To receive, consider and adopt the audited financial statements, the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2022.		
2.	(A) To re-elect Mr. Li Thet as an executive director of the Company (the "Director(s)").		
	(B) To re-elect Mr. Wong Po Keung as an independent non-executive Director.		
	(C) To authorize the board of directors of the Company (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix their remuneration.		
4.	(A) To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
	(B) To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
	(C) To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Date: _____

Signature(s) ^{note 5}: _____

Notes:

- Full name(s) and address(es) must 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) 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, please strike out "**THE CHAIRMAN OF THE MEETING, or**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- Any member of the Company ("Member") entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
- This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not later than 3:00 p.m. on Sunday, 11 June 2023 or not less than forty-eight (48) hours before the time appointed for holding any adjourned meeting at which the person named in this form of proxy proposes to vote, and in default this form of proxy shall not be treated as valid. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish.
- 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 were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder 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 the joint holding.
- The description of the resolutions in this form is by way of summary only. Please refer to the notice of the AGM dated 26 April 2023 for the full text of these resolutions.