



Helens International Holdings Company Limited

海倫司國際控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 9869)

FORM OF PROXY

Form of proxy for use by shareholders at the annual general meeting to be held by way of virtual meeting on Friday, June 16, 2023 at 10:00 a.m. (or any adjournment thereof)

I/We ^(Note a) _____
of _____
being the registered holder(s) of _____ ^(Note b)
shares (the “Shares”) in the capital of Helens International Holdings Company Limited (the “Company”) hereby appoint the chairman of the annual general meeting (the “Meeting”) of the Company or _____
with email address of _____
to act as my/our proxy ^(Note c) at the Meeting to be held by way of virtual meeting on Friday, June 16, 2023 at 10:00 a.m. (or at any adjournment thereof) and to vote on my/our behalf in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(Note d)	AGAINST ^(Note d)
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2022.		
2.	(A) To re-elect Ms. Cai Wenjun as an executive Director (“Director”) of the Company.		
	(B) To re-elect Mr. Wang Renrong as an independent non-executive Director of the Company.		
	(C) To re-elect Mr. Wong Heung Ming Henry as an independent non-executive Director of the Company.		
	(D) To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as the auditor and to authorize the Board to fix their remuneration.		
4.	To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution.		
5.	To give a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing the relevant resolution.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the amount representing the total number of issued shares of the Company bought back by the Company.		
SPECIAL RESOLUTION		FOR ^(Note d)	AGAINST ^(Note d)
7.	To approve the proposed amendments to the Memorandum and Articles of Association of the Company and the adoption of the new Memorandum and Articles of Association of the Company.		

Dated this _____ day of _____ 2023.

Signature(s) _____ ^(Notes e to n)

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- b. 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 the Shares in the share capital of the Company registered in your name(s).
- c. A proxy need not be a member 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 annual general meeting (the "**Meeting**") of the Company or" and insert the name and email address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he/she is the holder of two or more shares, more proxies to attend and vote on his/her behalf.
- 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 of the resolutions, please tick ("✓") the boxes marked "Against". If the 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. 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.
- e. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- f. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- g. In order to be valid, this form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding the Meeting (i.e. not later than 10:00 a.m. on Wednesday, June 14, 2023) or the adjourned meeting (as the case may be).
- h. In the case of appointment of proxies submitted in electronic form, the proxy forms must be electronically submitted via Tricor e-Meeting System not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Wednesday, June 14, 2023) or the adjourned meeting (as the case may be) by scanning the QR code or visiting the designated URL provided on the notification letter sent to you by the Company on Wednesday, April 26, 2023 (the "**Notification Letter**"). Please use the username and password provided on the Notification Letter.
- i. If your proxy (except when the Chairman of the Meeting is appointed as proxy) wishes to attend the Meeting and vote online, you must provide a valid email address. If no email address is provided, your proxy cannot attend the Meeting and vote online. The email address so provided will be used by the Company's Hong Kong share registrar, Tricor Investor Services Limited, for providing the login details for attending and voting at the Meeting via the Tricor e-Meeting System. If your proxy has not received the login details by email by 5:00 p.m. on Thursday, June 15, 2023, you should contact the Company's Hong Kong share registrar, Tricor Investor Services Limited, hotline at (852) 2975 0928 for the necessary arrangements. Shareholders can refer to the notice of the Meeting and the Online Meeting User Guide (by scanning the QR code as printed on the Notification Letter) in relation to attending the Meeting by electronic means.
- j. The register of members of the Company will be closed from Tuesday, June 13, 2023 to Friday, June 16, 2023 (both days inclusive), during which period no transfer of the shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, June 12, 2023. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting will be Friday, June 16, 2023.
- k. Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- l. Any alteration made to this form should be initialed by the person(s) who sign(s) the form.
- m. The description of the proposed ordinary resolutions and special resolution in the table above is by way of summary only. The full text appears in the notice of the Meeting.

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 (the "**Purposes**"). The Company may transfer your and your proxy's (or proxies') name(s) and address(es) to its agent, contractor, or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised 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 fulfil 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Hong Kong share registrar of the Company at the above address.