



英皇國際集團有限公司
Emperor International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 163)

FORM OF PROXY
Annual General Meeting – 19 September 2023 (Tuesday)

Number of shares to which this form of proxy relates <small>(Note 1)</small>	
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I/We (Note 2) _____
of _____
being the registered holder(s) in the capital of Emperor International Holdings Limited (the “Company”), HEREBY APPOINT (Note 3) _____
of _____
or failing him/her, the Chairperson of the annual general meeting (“AGM”) as my/our proxy to attend, speak and vote for my/our behalf at the AGM to be held at 22nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 19 September 2023 at 11:15 a.m. or at any adjournment thereof in respect of the resolutions as set out in the notice of AGM as indicated below.

Please put a “✓” in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTIONS		FOR <small>(Note 4)</small>	AGAINST <small>(Note 4)</small>
1.	To receive and adopt the audited consolidated financial statements for the year ended 31 March 2023 together with the reports of the directors and independent auditor thereon		
2.	To declare a final dividend for the year ended 31 March 2023		
3.	(A) To re-elect Ms. Luk Siu Man, Semon as Director		
	(B) To re-elect Ms. Fan Man Seung, Vanessa as Director		
	(C) To re-elect Mr. Chu Kar Wing as Director		
4.	To authorise the Directors to fix the Directors’ remuneration		
5.	To re-appoint Deloitte Touche Tohmatsu as independent auditor and authorise the Directors to fix its remuneration		
6.*	(A) To grant a general mandate to Directors to issue new shares		
	(B) To grant a general mandate to Directors to buy back shares		
	(C) To extend the general mandate granted to Directors to issue additional shares by the amount of shares bought back by the Company		
7.*	To approve the adoption of the New Share Option Scheme and the Scheme Limit		
8.*	To approve the Service Provider Sublimit under the New Share Option Scheme		
9.*	To approve Aggregate Tenancy Annual Cap for 2024 Master Leasing Agreements between (i) the Company and Emperor Watch & Jewellery Limited; and (ii) Emperor Entertainment Hotel Limited and Emperor Watch & Jewellery Limited		
10.*	To approve Aggregate Tenancy Annual Cap for 2024 Master Leasing Agreement with Emperor Capital Group Limited		
11.*	To approve Aggregate Tenancy Annual Cap for 2024 Master Leasing Agreement with Emperor Culture Group Limited		
12.*	To approve Aggregate Tenancy Annual Cap for 2024 Master Leasing Agreement with Ulferts International Limited		
13.*	To approve Aggregate Tenancy Annual Cap for 2024 Master Leasing Agreement with Albert Yeung Holdings Limited		
14.*	To ratify, confirm and approve the Sale and Purchase Agreement and the transactions contemplated thereunder		

Dated this day _____ of _____ 2023.

Signed (Note 6): _____

Notes:

1. 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 Company registered in your name(s).
 2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 3. Please insert the name and address of the proxy. If no name is inserted, the Chairperson of the AGM will act as your proxy. A shareholder may appoint one or more proxies (if holding more than one share) to attend the meeting and vote for him/her. The proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his/her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the notice of AGM.
 5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
 6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes 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.
 7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for the holding of the AGM or any adjournment thereof.
 8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- * The full text of resolutions 6 to 14 is set out in the notice of AGM dated 23 August 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

1. “Personal Data” in this statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
2. Your supply of Personal Data to the Company is on a voluntary basis. The Company may not be able to process your appointment of proxy and instructions if you fail to provide sufficient information.
3. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
4. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.