



INTERNATIONAL GENIUS COMPANY

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 33)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered shareholder(s) of ^(Note 2) shares of HK\$0.01 each in the share capital of International Genius Company (the “Company”), hereby appoint ^(Note 3)
the Chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 42/F, China Resources Tower, Nanshan District, Shenzhen, Guangdong Province, China on Friday, 21 June 2024 at 3:00 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 9)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To grant a general mandate to the Directors to issue new shares of the Company		
2.	To approve the addition of the aggregate number of shares of the Company bought back under the authority granted pursuant to the resolution as set out in the notice convening the annual general meeting in 2023 to the aggregate number of shares of the Company that may be issued pursuant to resolution numbered 1 as set out in the notice of the Extraordinary General Meeting (the “Notice”)		
3.	(a) to approve and adopt the proposed new share option scheme of the Company as described in the circular of the Company dated 4 June 2024 (the “ New Share Option Scheme ”) (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) and that the Directors be authorised to grant options thereunder and (subject to the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in the Shares to be allotted) to allot and issue Shares pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement the New Share Option Scheme. (b) to approve that the total number of shares in the capital of the Company which may be issued upon the exercise of all options to be granted under the New Share Option Scheme and all options and awards to be granted under any other schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue in the capital of the Company (excluding Treasury Shares, if any) as at the date on which adoption of the New Share Option Scheme was approved by the shareholders of the Company (the “ Adoption Date ”) (the “ Scheme Mandate Limit ”) or the relevant date of approval of the refreshment of the Scheme Mandate Limit.		
	(c) to approve the termination of, conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 26 June 2017 (the “ Existing Share Option Scheme ”) upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the New Share Option Scheme prior to the date hereof (if any))		
4.	To approve the Share Premium Reduction (of which the full text of Resolution 4 is set out in the Notice)		

Dated _____ day of _____ 2024

Signature(s) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the meeting is preferred, please delete the words “the Chairman of the meeting” and 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.**
- If you wish to vote for a resolution, tick in the box marked “FOR”. If you wish to vote against a resolution, tick in the box marked “AGAINST”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, must be either under its Common Seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a materially certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding any adjourned meeting (i.e. no later than 3:00 p.m. on Wednesday, 19 June 2024).
- In the case of joint registered holders of any shares, 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 registered 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.
- A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
- The full text of the above proposed resolutions appears in the notice of the extraordinary general meeting.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, this form of proxy shall be deemed to be revoked.
- The notice convening the meeting is set out in the Company’s circular dated 4 June 2024

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**”). 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company or Tricor Investor Services Limited at the above address for the attention of Privacy Compliance Officer.