



明輝國際控股有限公司

MING FAI INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03828)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON 20 MAY 2026 (“AGM”)  
(OR ANY ADJOURNMENT THEREOF)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of  
HK\$0.01 each (the “Share(s)”) in the capital of Ming Fai International Holdings Limited (the “Company”),  
hereby appoint the chairman of the AGM or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us and on my/our behalf at the AGM (or at any adjournment thereof) of the Company to be held at Unit D3, 8/F, TML Tower, No. 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 20 May 2026 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Director(s)”) and the auditors of the Company (the “Auditors”) for the year ended 31 December 2025.		
2.	To declare a final dividend of HK\$0.04 per Share for the year ended 31 December 2025.		
3.	(a) To re-elect Mr. CHING Chi Keung as an Executive Director.		
	(b) To re-elect Mr. CHING Tsun Wah as an Executive Director.		
	(c) To re-elect Mr. HUNG Kam Hung Allan as an Independent Non-Executive Director.		
	(d) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as the Auditors and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to buy back Shares <sup>(Note 5)</sup> .		
6.	To grant a general mandate to the Directors to allot and issue Shares <sup>(Note 5)</sup> .		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares in the share capital of the Company by a number not exceeding the aggregate number of Shares bought back by the Company <sup>(Note 5)</sup> .		
<b>SPECIAL RESOLUTION</b>			
8.	To approve the proposed amendments to the second amended and restated memorandum and articles of association of the Company and adopt the third amended and restated memorandum and articles of association of the Company <sup>(Note 5)</sup> .		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

Shareholder’s signature <sup>(Notes 6 & 7)</sup>: \_\_\_\_\_

*Notes:*

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- (2) 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 such Shares registered in your name(s).
- (3) A proxy need not be a member of the Company. If any proxy other than the chairman of the AGM is preferred, please strike out “the chairman of the AGM 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 who signs it.** If no name is inserted, the duly appointed chairman of the AGM will set as your proxy.
- (4) **IMPORTANT: If you wish to vote for a resolution, tick (✓) the box marked “FOR”. If you wish to vote against a resolution, tick (✓) the box marked “AGAINST”. Failure to complete a box will entitle your proxy to cast your vote(s) 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 AGM and/or at any adjournment thereof other than that referred to in the notice convening the AGM.**
- (5) Please refer to the notice of the AGM dated 23 April 2026 for the full text of these resolutions.
- (6) 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, attorney or other person so authorised.
- (7) In case of joint holders of any Share, this form of proxy may be signed by any one of such joint holders. Any one of such joint holders may vote at the AGM, 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 the meeting in person or by proxy, that one of such present joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (8) **In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.**

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**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 AGM (the ‘**Purposes**’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to the Company’s branch share registrar and/or other companies or bodies who provides services to us 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 fulfill 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 and any such request should be in writing by mail to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.