



INTERNATIONAL

NVC International Holdings Limited

雷士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2222)

Which this form of proxy
relates ^(Note 1)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 19 DECEMBER 2024

I/We ^(Note 2)

of

being the registered holder(s) of the issued share capital of NVC International Holdings Limited (the “Company”) hereby appoint the **CHAIRMAN OF THE MEETING** ^(Note 3) or

of

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “Meeting”) of the Company to be held at Salon I - II, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 19 December 2024 at 10:30 a.m. (and at any adjournment thereof). Unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 25 November 2024 (the “Circular”).

Please tick “✓” in the appropriate box as a mark to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

| ORDINARY RESOLUTION | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|---------------------|---|-------------------------|-----------------------------|
| 1. | <p>To consider and pass the following resolution as ordinary resolution of the Company, with or without modifications:</p> <p>“THAT</p> <p>(a) the agreement (the “Agreement”) entered into between the Company and Parametric Portfolio Associates LLC (the “Manager”) dated 24 October 2024 and the transactions contemplated thereunder (including the Proposed Investment (as defined in the Circular)) be and are hereby approved, confirmed and ratified; and</p> <p>(b) the board of directors of the Company (the “Board”) be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Proposed Investment, the Agreement and the transactions contemplated thereunder (including without limitation, approving or effecting any transfer of assets/investments to or from the account from time to time as appropriate, approving and/or effecting any changes in the Strategy (as defined in the Circular) and/or the Mandate (as defined in the Circular) from time to time as appropriate, exercising any right of the Company under or in connection with the Agreement to withdraw, reinvest and/or terminate any or all of the assets/investments from the Account, and otherwise providing written instructions to the Manager and/or the Custodian (as defined in the Circular) in relation to the Account, the Account Assets and/or the Agreement), and to agree to such variation (including without limitation, any adjustment to fees payable to the Manager, Morgan Stanley and/or their affiliates from time to time), amendment or waiver from time to time in connection with the Proposed Investment, the Agreement and the transactions contemplated thereunder as are, in the opinion of the Board, in the interests of the Company and its shareholders as a whole.</p> | | |

Dated this _____ day of _____ 2024

Signature(s) ^(Note 5)

Notes:

- 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the **CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy/more than one proxy to attend and on a poll, vote on his/her behalf. A proxy need not be a member of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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 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 of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 10:30 a.m. on Tuesday, 17 December 2024).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

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 of the Company (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 for use in connection with the Purposes and to such parties who are authorized 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 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 Principal Place of Business in Hong Kong at Unit 705, 7/F, Building 20E, Phase 3, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong.