



INTERNATIONAL GENIUS COMPANY

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 33)

FORM OF PROXY FOR ANNUAL 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 Annual General Meeting of the Company to be held at 10F., United Centre, 95
Queensway, Admiralty, Hong Kong on Thursday, 15 December 2022 at 4:00 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 receive and consider the audited consolidated financial statements and the reports of the Directors and the independent auditor of the Company for the year ended 30 June 2022.		
2.	(a) To re-elect Mr. Dai Chengyan as a non-executive director of the Company.		
	(b) To re-elect Mr. Lo Hang Fong as an independent non-executive director of the Company.		
	(c) To re-elect Mr. Wang Jun Sheng as an independent non-executive director of the Company.		
	(d) To authorise the board of directors to fix the remuneration of the Directors.		
3.	To re-appoint Cheng & Cheng Limited as the Company’s auditor and to authorize the board of directors to fix its remuneration.		
4.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the directors to repurchase the Company’s shares not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company pursuant to the general mandate as referred to in resolution no. 5.		
SPECIAL RESOLUTION ^(Note 9)		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the adoption of the amended and restated Memorandum and Articles of Association as set out in special resolution numbered 7 of the notice of the Meeting.		

Signature: _____

Date: _____

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 INITIALED 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 4:00 p.m. on 13 December 2022).
- 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 annual 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 11 November 2022.

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.