



**盛業資本**  
SHENG YE CAPITAL

**SHENG YE CAPITAL LIMITED**  
**盛業資本有限公司**

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8469

**Proxy Form for use at the 2019 Annual General Meeting  
to be held on Monday, 6 May 2019 (or its adjourned meeting)**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.01 each (the "Shares")  
of the Company, hereby appoint THE CHAIRMAN OF THE 2019 ANNUAL GENERAL MEETING (the "2019 Annual General Meeting") of the Company  
(note d) or \_\_\_\_\_  
of \_\_\_\_\_ (note c) as  
my/our proxy/proxies (note c) at the 2019 Annual General Meeting (and its adjourned meeting) of the Company to be held at 24/F, Admiralty Centre I, 18  
Harcourt Road, Hong Kong on Monday, 6 May 2019 for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice  
convening the 2019 Annual General Meeting and at such meeting (and its adjourned meeting) to vote for me/us and in my/our name(s) in respect of the  
resolutions as indicated below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolutions as hereunder indicated (note  
d).

RESOLUTIONS		FOR	AGAINST
1.	To declare a final dividend equivalent to HK4 cents per ordinary share of the Company of HK\$0.01 each for the year ended 31 December 2018 to the shareholders of the Company.		
2.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company ("Directors") and the Company's auditors for the year ended 31 December 2018.		
3a.	To re-elect Mr. Hung Ka Hai Clement as an independent non-executive Director.		
3b.	To re-elect Mr. Tsoon Wai Mun, Benjamin as an independent non-executive Director.		
3c.	To re-elect Mr. Fong Heng Boo as an independent non-executive Director.		
3d.	To authorize the Board of Directors to fix the Directors' remuneration		
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix the Auditors' remuneration.		
5.	To give a general mandate to the Board to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of this resolution.		
6.	To give a general mandate to the Board to purchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Board to allot, issue and deal with additional Shares by adding the total number of Shares repurchased by the Company.		

For the full text of the proposed resolutions, please refer to the notice convening the 2019 Annual General Meeting as contained in the Company's circular dated 1 April 2019 (the "Circular").

Shareholders signature \_\_\_\_\_ (notes e, f, g, h and i)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Notes:

- Full name(s) and address(es) 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 capital of the Company registered in your name(s).
- Any member of the Company ("Members") entitled to attend and vote at the 2019 Annual General Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it, and the proxy needs not be a Member but must attend the 2019 Annual General Meeting in person to represent the Member.
- If any proxy other than the chairman of the 2019 Annual General Meeting is preferred, please strike out the words "**THE CHAIRMAN OF THE 2019 ANNUAL GENERAL MEETING**" and insert the name and address of the proxy desired in the space provided. A Member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her/its behalf at the 2019 Annual General Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE 2019 ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2019 Annual General Meeting other than those set out in the notice convening the 2019 Annual General Meeting.
- Where there are joint holders of any Share, any one of such persons may vote at the 2019 Annual General Meeting, either in person or by proxy, in respect of such Share as if they were solely entitled thereto; but if more than one of such joint holders be present at the 2019 Annual General Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stands in the register of members of the Company in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or agent or other person so authorised.
- In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged for registration with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the 2019 Annual General Meeting or the adjourned meeting. Completion and return of this form of proxy will not preclude you from attending and voting in person at the 2019 Annual General Meeting or any adjournment thereof should you so wish.
- Any alteration made to this form should be initialed by the person who signs it.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the 2019 Annual General Meeting or any adjournment thereof if you so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.