

YING HAI GROUP HOLDINGS COMPANY LIMITED

瀛海集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8668)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 6 MAY 2022 (OR ANY ADJOURNMENT THEREOF)

I/We, being the registered holder(s) of Ying Hai Group Holdings Company Limited (the “Company”), hereby appoint the proxy as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** (Note 1) to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 6 May 2022 at 2:00 p.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. (Note 8)		Signature (Note 3)	
Date			

Proxy (Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares (Note 2)	
Full Address			

ORDINARY RESOLUTIONS (Note 5)		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and approve the financial statements and the reports of the Directors and the independent auditors for the year ended 31 December 2021.		
2.	(A) To re-elect Mr. Choi Wai Chan as an executive Director;		
	(B) To re-elect Ms. Zhou Shuer as an executive Director;		
	(C) To re-elect Mr. Sou Sio Kei as an independent non-executive Director;		
	(D) To authorise the Board to fix the remuneration of the Directors.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as independent auditors of the Company and to authorise the Board to fix their remuneration.		
4.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.		
	(B) To grant to the Directors a general mandate to exercise the power of the Company to repurchase issued shares of the Company not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of date of passing of this resolution.		
	(C) To extend, conditional upon the above Resolution nos. 4(A) and 4(B) being duly passed, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares of the Company by the addition to it of an amount representing the aggregate nominal value of the shares of the Company repurchased by the Company.		
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
5.	To amend the Articles of the Company with details set out in the Appendix III of the Circular of the Company dated 11 April 2022		

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the AGM (or any adjournment thereof) to represent you.
- Please insert the number of shares of the Company for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder of the Company or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorized to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the meeting.
- The full descriptions of the ordinary resolutions proposed to be considered and approved at the AGM are set out in the Notice of the AGM dated 11 April 2022, which is available at the websites of the Stock Exchange at (www.hkexnews.hk) and of the Company at (www.yinghaiholding.com).
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the convening of the AGM or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.

In light of outbreak of the COVID-19 Pandemic, the Company strongly encourage the Shareholders to exercise their right to vote at the AGM by appointing Chairman of the AGM as their proxy as an alternative to attending the AGM in person by completing and return the proxy form attached to this circular.

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 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 to 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 by mail to Tricor Investor Services Limited at the above address.