

Bao Shen Holdings Limited

寶申控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8151)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We⁽¹⁾, _____
of _____

being the registered holder(s) of⁽²⁾ _____ share(s) (the “Shares”) of HK\$0.01 each in the share capital of **Bao Shen Holdings Limited** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING⁽³⁾** or _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company (the “Meeting”) to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Monday, 27 June 2022 at 11:30 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
1.	To receive, consider and adopt the audited consolidated financial statements and report of the directors and the independent auditors of the Company and its subsidiaries for the year ended 31 December 2021		
2.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration		
3.	(a) To re-elect Mr. Fan Baocheng (樊寶成) as an executive director of the Company		
	(b) To re-elect Mr. Zhou Zhen Dong (周振鵬) as an executive director of the Company		
	(c) To re-elect Mr. Liang Chi (梁赤) as an independent non-executive director of the Company		
	(d) To re-elect Mr. Ho Ka Chun (何家進) as an independent non-executive director of the Company		
	(e) To re-elect Mr. Chan Chun Chi (陳駿志) as an independent non-executive director of the Company		
4.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company		
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with additional Shares of the Company for an aggregate number of not exceeding 20% of the number of issued Shares as at the date of passing this resolution		
6.	To grant a general and unconditional mandate to the directors of the Company to repurchase Shares of the Company for a total number of not exceeding 10% of the number of the issued Shares of the Company as at the date of passing this resolution		
7.	To extend the general and unconditional mandate granted to the directors of the Company under resolution no. 5 above by a number representing the number of the issued shares of the Company repurchased by the Company pursuant to general mandate under resolution no.6 above (up to a maximum number equivalent to 10% of the number of the issued Shares of the Company as at the date of the passing the said resolution no. 6)		

SPECIAL RESOLUTION		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
8.	To approve the adoption of the second amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association with immediate effect after the close of this meeting and that any director or company secretary or the registered office provider of the Company be authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the second amended and restated memorandum and articles of association of the Company.		

Dated this date: _____ of _____ 2022

Signature(s)⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out **“THE CHAIRMAN OF THE ANNUAL GENERAL MEETING”** 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 CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting of the Company.
- IMPORTANT:** 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 other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or his attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the 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. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- 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 notarially certified copy thereof, shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- Where there are joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 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 in respect of the joint holding.
- Completion and delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and, in such event, the instrument appointing a proxy should be deemed to be revoked.
- The notice of the Meeting is set out in the Company’s circular dated 19 May 2022.
- Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.

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 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 fulfil 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Personal Data Privacy Officer of the Company’s share registrar and transfer Office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.