



VIVA CHINA HOLDINGS LIMITED

非凡中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8032)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING (“MEETING”)

I/We¹ _____
of _____
being the registered holder(s) of _____ shares of HK\$0.05 each in the capital of Viva China Holdings Limited (the “Company”), HEREBY APPOINT³ the chairman of the Meeting or _____ of _____ as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) of the holders of the shares of HK\$0.05 each in the capital of the Company to be held at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong, on Thursday, 13 April 2023 at 10:30 a.m. to consider and, if thought fit, pass the resolutions as set out in the notice of Meeting convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁴		FOR ⁵	AGAINST ⁵
1.	To receive and consider the audited financial statements, the report of the directors of the Company (the “Directors”) and the report of the auditor of the Company for the year ended 31 December 2022		
2.	(a) To re-elect Mr. Ma Wing Man as non-executive Director		
	(b) To re-elect Ms. Lyu Hong as non-executive Director		
	(c) To re-elect Mr. Li Qing as independent non-executive Director		
	(d) To re-elect Mr. Wang Yan as independent non-executive Director		
	(e) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors		
3.	To re-appoint PricewaterhouseCoopers as auditor and authorise the Board to fix its remuneration		
4.	To grant a general mandate to the Directors to issue shares of the Company		
5.	To grant a general mandate to the Directors to repurchase shares of the Company		
6.	To extend the general mandate granted under Resolution No. 4 by adding the number of shares repurchased under Resolution No. 5		
SPECIAL RESOLUTIONS ⁴		FOR ⁵	AGAINST ⁵
7.	To approve the proposed change of company name		
8.	To approve the proposed amendments to the existing memorandum of association and articles of association and the proposed adoption of the new amended and restated memorandum of association and articles of association incorporating the proposed amendments		

Dated this _____ day of _____ 2023 Signature _____ (notes 6,7,8,9)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares to which the proxy relates 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).
- A proxy need not be a shareholder of the Company. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- The full text of the proposed resolutions are set out in the notice convening the Meeting.
- If you wish to vote for the resolutions set out above, please tick (“/”) the boxes marked “FOR”. If you wish to vote against any resolution, please tick (“/”) the boxes marked “AGAINST”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; 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 discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be the close of business on Tuesday, 4 April 2023. All transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 4 April 2023. 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 notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”). Your supply of your and your proxy’s (or proxies’) Personal Data is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions as stated in the proxy form (the “Purposes”). The Company may transfer your and your proxy’s (or proxies’) Personal Data to its agent, contractor, 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 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’) Personal Data will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of your and your proxy’s (or proxies’) Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.