



Ziyuanyuan Holdings Group Limited

紫元元控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8223)

FORM OF PROXY

Form of proxy for use by shareholders of Ziyuanyuan Holdings Group Limited (the “Company”) at the annual general meeting of the Company (the “AGM”) to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 2 June 2023 at 4:00 p.m. (or any adjournment thereof).

I/We ^(Note 1) _____ being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.1 each in the share capital of the Company **HEREBY APPOINT** ^(Note 3) the chairman of the AGM or _____

as my/our proxy to attend the AGM (or any adjournment thereof) to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 2 June 2023 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening such AGM and at such AGM (or 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, and on any resolution or motion which is proposed thereat.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) of the Company and the auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Wong Kwok San as an executive Director;		
	(b) To re-elect Mr. Lyu Di as a non-executive Director; and		
	(c) To re-elect Mr. Chan Chi Fung Leo as an independent non-executive Director.		
3.	To authorise the board of Directors of the Company to fix the respective remuneration of the Directors.		
4.	To re-appoint BDO Limited as the auditor of the Company and to authorise the board of the Directors of the Company to fix its remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with the Company’s shares.		
6.	To grant a general mandate to the Directors to repurchase the Company’s shares.		
7.	To add the total number of shares repurchased by the Company under repurchase mandate granted under resolution numbered 6 to the issue mandate granted to the Directors under resolution numbered 5.		
8.	To declare a final dividend of HK2.5 cents per share of the Company for the year ended 31 December 2022.		
SPECIAL RESOLUTION			
9.	To approve and adopt the second amended and restated articles of association of the Company.		

Dated this _____ day of _____, 2023. Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company 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 the shares of 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 AGM or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **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 PUT A TICK (“✓”) IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE PUT A TICK (“✓”) IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes or abstain at his/her discretion. Your proxy will also be entitled to vote at or abstain his/her discretion on any amendment to the resolutions referred to in the notice convening the AGM which has been properly put to the AGM or on any resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either signed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power authority shall be delivered to 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 no less than 48 hours before the time for holding the AGM or any adjournment meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so desire and in such event, this proxy form shall be deemed to be revoked.
- The descriptions of the resolutions are by way of summary only. The full text appears in the notice convening the AGM.

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”). Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this 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.