



Shanyu Group Holdings Company Limited
善裕集團控股有限公司

(Formerly known as Zhao Xian Business Ecology International Holdings Limited 照現生態國際控股有限公司)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8245)

PROXY FORM FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, 17 AUGUST 2023

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.0125
each in the capital of the Shanyu Group Holdings Company Limited 善裕集團控股有限公司 (the “**Company**”) hereby appoint the Chairman of
the annual general meeting, or ⁽³⁾ _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (and at any adjournment thereof) to be held at Unit 1103-06, China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 17 August 2023, at 11:00 a.m. and to vote in respect of the following resolutions as indicated below ⁽⁴⁾:

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive, consider and adopt audited consolidated financial statements and the reports of the directors of the Company and independent auditor’s report for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Yeung Shing Wai as an executive director of the Company.		
	(b) To re-elect Ms. Zhu Xiu Zhi as an executive director of the Company.		
	(c) To re-elect Ms. Wong Ming Kwan Victoria as an executive director of the Company.		
	(d) To re-elect Ms. Zhu Yuanyan as an executive director of the Company.		
	(e) To re-elect Mr. Choi Pun Lap as an independent non-executive director of the Company.		
	(f) To re-elect Mr. Sheng Wei as an independent non-executive director of the Company.		
	(g) To re-elect Ms. Ip Sin Nam as an independent non-executive director of the Company.		
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.		
4.	To re-appoint Fan, Chan & Co. Limited as the auditor of the Company and to authorise the board of directors to fix its remuneration.		
5.	(A) To grant a general mandate to the directors to allot and issue new shares of the Company (Ordinary Resolution No. 5(A) of the notice of annual general meeting).		
	(B) To grant a general mandate to the directors to repurchase shares of the Company (Ordinary Resolution No. 5(B) of the notice of annual general meeting).		
	(C) To extend the general mandate granted to the directors to issue new shares of the Company (Ordinary Resolution No. 5(C) of the notice of annual general meeting).		
SPECIAL RESOLUTION			
6.	To approve the adoption of the second amended and restated articles of association of the Company.		

Dated _____ day of _____ 2023

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in block capitals. The name of all joint holders should be stated.
2. 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 Company registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the annual general meeting, please strike out “the Chairman of the annual general meeting” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. A proxy needs not be a member of the Company.**
4. **IMPORTANT:** If you wish to vote for any resolution, please indicate with a “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “✗” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
5. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of 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.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this 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 must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “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”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar (address set out in note 7 above).