

Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, 8 AUGUST 2024 AT 3:30 P.M. (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of¹ _____
being the registered holder(s) of² _____ shares of HK\$2.0 each in the share capital of
Guoen Holdings Limited (the “Company”) HEREBY APPOINT³ _____
of _____
or failing him/her, the chairman of the Annual General Meeting (as defined below) as my/our proxy, to attend and vote for me/us and
on my/our behalf at the annual general meeting (or any adjournment thereof) of the Company (the “Annual General Meeting”) to be
held at 3:30 p.m. on Thursday, 8 August 2024 at Unit 1201 & 16, 12/F, Two Harbour Square, No. 180 Wai Yip Street, Kwun Tong,
Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Annual
General Meeting and at the Annual General Meeting (or any adjournment thereof) to vote for me/us 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	FOR ⁴	AGAINST ⁴
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2024.		
2.	To re-elect Ms. Wan Wai Ting as an executive director of the Company.		
3.	To re-elect Mr. Ng Chi Fung as an executive director of the Company.		
4.	To re-elect Mr. Liu Liping as an executive director of the Company.		
5.	To re-elect Ms. Fu Hongzhi as an independent non-executive director of the Company.		
6.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
7.	To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix the auditor’s remuneration.		
8.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with unissued shares of the Company (including any sale or transfer of treasury shares out of treasury) for an aggregate number not exceeding 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution.		
9.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to purchase or repurchase the Company’s shares and securities for an aggregate number not exceeding 10% of the number of the issued shares of the Company (excluding treasury Shares, if any) as at the date of the passing of this resolution.		
10.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 8 above by an amount representing the aggregate number of shares and securities of the Company purchased or repurchased by the Company under resolution no. 9 above provided that such amount shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.		
	SPECIAL RESOLUTIONS		
11.	(a) To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company; and (b) To approve and adopt the second amended and restated memorandum and articles of association of the Company.		
12.	To authorise any director or officer of the Company to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the adoption of the second amended and restated memorandum and articles of association.		

Dated this _____ day of _____ 2024

Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
2. 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 the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any amendment to the resolutions referred to in the notice convening the Annual General Meeting which has been properly put to the Annual General Meeting.
5. 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 signed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Hong Kong’s branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the appointed time for holding the Annual General Meeting or any adjournment thereof.
8. Completion and return of this form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.
9. Members of the Company or their proxies attending the Annual General Meeting shall provide their identity documents.

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 supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our 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 to the Personal Data Privacy Officer of Tricor Investor Services Limited.

The description of the resolutions in this form is by way of summary only. Please refer to the notice of the Annual General Meeting dated 28 June 2024.