



SHENWAN HONGYUAN (H.K.) LIMITED

申萬宏源(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 218)

Proxy Form for use at the Annual General Meeting to be held on 30 May 2022

I/We (note 1) _____
of _____
being the registered holder(s) of _____ shares (note 2)
of SHENWAN HONGYUAN (H.K.) LIMITED (the "Company") hereby appoint (note 3) _____
of _____

or failing him, the Chairman of the meeting or, any Director or the company secretary of the Company, to act as my/our proxy and vote for me/us at the Annual General Meeting of the Company to be held at Empire Room I, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 30 May 2022 at 9:30 a.m. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		FOR (note 4)	AGAINST (note 4)
1.	To receive and adopt the Audited Consolidated Financial Statements, Report of the Directors and Independent Auditor's Report for the year ended 31 December 2021.		
2.	(a) (i) To re-elect Mr. Liang Jun as an executive Director.		
	(ii) To re-elect Mr. Zhang Jian as an executive Director.		
	(iii) To re-elect Mr. Zhang Lei as a non-executive Director.		
	(iv) To re-elect Mr. Ng Wing Hang Patrick as an independent non-executive Director.		
	(v) To re-elect Mr. Kwok Lam Kwong Larry as an independent non-executive Director.		
	(vi) To re-elect Mr. Chen Liqiang as an independent non-executive Director.		
(b)	To authorise the Board of Directors to fix Directors' fees for the year ending 31 December 2022.		
3.	To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Board of Directors to allot, issue and deal with shares not exceeding 20% of the number of shares in issue of the Company as at the date when this resolution is passed.*		
5.	To grant a share repurchase mandate to the Board of Directors to repurchase shares to a maximum of 10% of the number of shares in issue of the Company as at the date when this resolution is passed.*		
6.	Conditional upon the passing of Resolutions 4 and 5, the general mandate to allot, issue and deal with shares pursuant to Resolution 4 be extended by the addition of any shares repurchased under the share repurchase mandate pursuant to Resolution 5.*		
Special Resolution		FOR (note 4)	AGAINST (note 4)
7.	To consider and approve the adoption of new articles of association of the Company.*		
Ordinary Resolutions		FOR (note 4)	AGAINST (note 4)
8.	Conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(i) of the New Articles to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to acquire or dispose of an asset and to make an investment in any single transaction with a value representing ten (10) per cent or more of the consolidated net asset value of the Group as shown in the latest published financial statements of the Company.*		
9.	Conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(ii) of the New Articles to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company and to enter into a connected transaction (as defined in the Listing Rules) in each case in any single transaction with a value representing ten (10) per cent or more of the consolidated net asset value of the Group as shown in the latest published financial statements of the Company.*		

Ordinary Resolutions		FOR (note 4)	AGAINST (note 4)
10.	Conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(iii) of the New Articles to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to establish, acquire or invest in any operating institution.*		
11.	Conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(v) of the New Articles to enter into any actions during the Relevant Period (as defined hereunder) on behalf of the Company to adopt or approve any operating strategy, development strategy, investment plan, annual financial budget or final accounts of the Company.*		
12.	Conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the Board be and is hereby authorised for the purpose of Article 74(vi) of the New Articles to appoint or remove from office any Director (other than in accordance with the Companies Ordinance) during the Relevant Period (as defined hereunder) on behalf of the Company.*		
13.	Conditional upon the passing of the Special Resolution no. 7 above and subject to any applicable laws, regulations and rules which require such matters to be separately approved by the Board, the Board be and is hereby authorised for the purpose of Article 126 and Article 127(C) of the New Articles to delegate the powers of the Board under Article 126 and Article 127(C) of the New Articles to any committee(s) of the Board or any other suitable person(s) subject to the determination by the Board during the Relevant Period (as defined hereunder).*		

Date: _____

Signature (note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANY DIRECTOR OR THE COMPANY SECRETARY OF THE COMPANY WILL ACT AS YOUR PROXY.** A Shareholder may appoint one or more proxies to attend the meeting and vote for him. 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 proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “/” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s), shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form 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 office of the Company at Level 6, Three Pacific Place, 1 Queen's Road East, Hong Kong not later than 9:30 a.m. on Friday, 27 May 2022.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which may include your and/or your proxy’s name and address.

Your and your proxy’s Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the meeting. Your supply of your and your proxy’s Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and will be retained for such period as may be necessary for the Company’s verification and record purpose.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by mail to the Company’s share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

* The full text of the Resolution is set out in the Notice of the Annual General Meeting.

