



KAI YUAN HOLDINGS LIMITED

開源控股有限公司

(incorporated in Bermuda with limited liability)
(Stock Code: 1215)

Form of proxy for use at the annual general meeting to be held at 9:30 a.m. on Thursday, 2 June 2022 (and at any adjournment thereof) of Kai Yuan Holdings Limited

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary shares of
HK\$0.10 each in the share capital of Kai Yuan Holdings Limited (the “Company”), HEREBY APPOINT the chairman of the Meeting
or ⁽³⁾ _____
of _____
as my/our proxy to attend and to vote for me/us on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be
held at Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong, at 9:30 a.m. on Thursday, 2 June 2022 (or
at any adjournment thereof). I/We hereby direct my/our proxy to vote for or against the resolutions as set out in the notice convening
the Meeting as indicated herebelow or, if no such indication is given, my/our proxy will vote or abstain from voting as he/she thinks fit.

| | Resolutions | For ⁽⁵⁾ | Against ⁽⁵⁾ |
|----|--|--------------------|------------------------|
| 1. | To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2021 | | |
| 2. | (a) To re-elect Xue Jian as executive director | | |
| | (b) To re-elect Ng Ge Bun as independent non-executive director | | |
| | (c) To authorise the board of directors to fix the directors’ remuneration | | |
| 3. | (a) To re-appoint Ernst & Young as the Company’s auditors | | |
| | (b) To authorise the board of directors to fix the auditors’ remuneration | | |
| 4. | (a) To approve the Ordinary Resolution No.4(1) set out in the notice of the Meeting | | |
| | (b) To approve the Ordinary Resolution No.4(2) set out in the notice of the Meeting | | |
| | (c) To approve the Ordinary Resolution No.4(3) set out in the notice of the Meeting | | |
| | (d) To approve the Ordinary Resolution No. 4(4) set out in the notice of the Meeting | | |
| 5. | To approve the Special Resolution set out in the notice of the Meeting | | |

Dated this _____ day of _____ 2022 Signature: _____

Notes:

- Please insert your full name and address in **BLOCK CAPITAL LETTERS** in the space provided.
- Please insert the number of ordinary shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If none, this proxy form will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- If any proxy other than the chairman of the Meeting is preferred, strike out the “the chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITAL LETTERS** in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- The full text of these resolutions appears in the notice of the Meeting dated 29 April 2022.
- If you wish to vote for a resolution, place a tick “✓” in the column marked “For”. If you wish to vote against a resolution, place a tick “✓” in the column marked “Against”. If no indication is given, the proxy will vote or abstain at his/her discretion.
- Corporations must execute this proxy form under common seal or (under the hand of) an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company’s branch registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will 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 first in the register of members in respect of the joint holding.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) “Personal Data” in this proxy form has the meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap.486 of the Laws of Hong Kong (“PDPO”), which includes your name(s) and address(es), is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) Personal Data to our agent, contractor, or third party service provider who provides administrative, computer and other services to us 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 fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the PDPO and any such request should be made in writing by mail to the Company/Tricor Tengis Limited at the above address.