



# 盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED  
(incorporated in Bermuda with limited liability)

(Stock Code: 851)

## REVISED PROXY FORM

Revised form of proxy for use at the annual general meeting to be held at Meeting Room, 26/F, 238 Des Voeux Road Central, Sheung Wan, Hong Kong at 10:00 a.m. on Tuesday, 14 June 2022 (and at any adjournment thereof)

I/We<sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.05 each in the share capital of Sheng Yuan Holdings Limited (the "Company"), HEREBY APPOINT<sup>(3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or, failing him, the chairman of the Meeting, to act for me/us as my/our proxy to attend the annual general meeting (the "Meeting") of the Company to be held at Meeting Room, 26/F, 238 Des Voeux Road Central, Sheung Wan, Hong Kong at 10:00 a.m. on Tuesday, 14 June 2022 (and at any adjournment thereof). I/We hereby direct my/our proxy to vote for me/us and on my/our behalf in respect of such resolutions as set out in the notice dated 13 May 2022 and the supplemental notice dated 26 May 2022 convening the Meeting as indicated here below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>(4)</sup>		FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
1.	To receive and consider the financial statements and the reports of the directors and auditor for the year ended 31 December 2021		
2.	To consider and approve, each as a separate resolution, if thought fit, the following resolutions:		
	(a) To re-elect Mr. Ma Baojun as a non-executive director of the Company		
	(b) To re-elect Mr. Zhou Quan as an executive director of the Company		
	(c) To re-elect Mr. Huang Shuanggang as a non-executive director of the Company		
	(d) To re-elect Mr. Zhang Jinfan as an independent non-executive director of the Company		
	(e) To authorize the board of directors of the Company to fix their remuneration;		
3.	To re-appoint BDO Limited as the Company's auditor and to authorise the board of directors to fix their remuneration		
4.	(a) To pass the Ordinary Resolution No.4(1) set out in the notice of the Meeting		
	(b) To pass the Ordinary Resolution No.4(2) set out in the notice of the Meeting		
	(c) To pass the Ordinary Resolution No.4(3) set out in the notice of the Meeting		
SPECIAL RESOLUTION <sup>(4)</sup>			
5.	To approve the proposed amendments to the existing bye-laws of the Company and to adopt the new bye-laws of the Company as the bye-laws of the Company to substitute the existing bye-laws of the Company		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature(s): \_\_\_\_\_

### 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 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/its own identity paper.
- The full text of these resolutions appears in the notice of the Meeting dated 13 May 2022 and the supplemental notice dated 26 May 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/its 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/its 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 (the "Share Registrar"), 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) (the "Closing Time").
- If you have not yet lodged the proxy form enclosed in the notice of Meeting dated 13 May 2022 (the "Initial Proxy Form") with the Share Registrar, you are requested to lodge this revised proxy form if you wish to appoint proxies to attend the Meeting on your behalf. In this case, the Initial Proxy Form should not be lodged with the Share Registrar.
- If you have already lodged the Initial Proxy Form with the Share Registrar, please note that:
  - if no Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Initial Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you shall be required to vote in such manner as he/she/it may be directed under the Initial Proxy Form, and in respect of the proposed ordinary resolution no. 2 as set out in the supplemental notice of the Meeting, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution; or
  - if the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by you if correctly completed; or
  - if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, the Revised Proxy Form will be deemed invalid. The Initial Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you shall be required to vote in such manner as he/she/it may be directed under the Initial Proxy Form, and in respect of the proposed ordinary resolution no. 2 as set out in the supplemental notice of the Meeting, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the Meeting, you will have to attend in person and vote at the Meeting yourself.
- 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 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') 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 ("Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) 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 authorised 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') name(s) and address(es) 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 Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.