



Yun Lee Marine Group Holdings Limited

潤利海事集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2682)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting (the "Meeting") to be convened at Level 22, Nexus Building, 41 Connaught Road Central, Hong Kong on Tuesday, 30 August 2022 at 11:00 a.m.

I/We (note 1) _____

of _____

being the registered holder(s) of _____ (note 2)

shares of HK\$0.01 each in the capital of Yun Lee Marine Group Holdings Limited (the "Company") HEREBY APPOINT the Chairman of the Meeting, or

of _____

to act as my/our proxy (note 3) to act for me/us at the Meeting (or at any adjournment thereof) of the Company to be held at Level 22, Nexus Building, 41 Connaught Road Central, Hong Kong, on Tuesday, 30 August 2022, at 11:00 a.m. and in particular (but without limitation) at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the Meeting as in such manner indicated below, or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise stated, terms used herein shall have the same meaning as those defined in the circular dated 29 July 2022 in relation to the Meeting.

Please make a mark in the appropriate boxes to indicate how your vote(s) to be cast (note 4):

ORDINARY RESOLUTIONS		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2022.		
2.	To declare a final dividend of HK 2.0 cents per Share of the Company for the year ended 31 March 2022.		
3.	(a) To re-elect Mr. Wen Tsz Kit Bondy as executive Director;		
	(b) To re-elect Mr. Wu Tai Cheung as independent non-executive Director;		
	(c) To re-elect Mr. Fu Bradley as independent non-executive Director;		
4.	To authorise the board of directors of the Company to determine the remuneration of the directors of the Company.		
5.	To re-appoint Deloitte Touche Tohmatsu as the Company's auditors and to authorise the board of directors of the Company to determine their remuneration.		
6.	(A) To grant an unconditional mandate to the directors to issue and allot additional shares not exceeding 20% of the issued shares of the Company.		
	(B) To grant an unconditional mandate to the directors to repurchase the shares of the Company not exceeding 10% of the issued shares of the Company.		
	(C) To extend the mandate granted under resolution No. 6(A) by including the number of shares repurchased by the Company pursuant to resolution No. 6(B).		
SPECIAL RESOLUTION		For	Against
7.	To approve the adoption of the New Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company in the manner as set out in Appendix I of the circular of the Company dated 29 July 2022.		

Dated: _____

Signature: _____ (notes 5-10)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting, or" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" ALONGSIDE THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✗) IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your votes 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.
- In order 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 lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if it is lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if it is lodged on or after 15 August 2022) not later than 48 hours before the time for the Meeting (i.e. 11:00 a.m. on Sunday, 28 August 2022 (Hong Kong Time)) or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.
- For the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 24 August 2022 to Tuesday, 30 August 2022, both days inclusive, during which period no transfer of shares will be effected. All share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Tuesday, 23 August 2022.