

三盛控股

Sansheng Holdings (Group) Co. Ltd.

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三盛控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2183)

SECOND FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____ being the holder(s) of
_____ (Note 1) shares of HK\$0.10 each in the capital of Sansheng Holdings
(Group) Co. Ltd. (the “Company”) hereby appoint (Name) _____
_____ of (Address) _____ or
failing him/her (Name) _____ of
(Address) _____ or failing him/her, the chairman of
the meeting (Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company
(the “Meeting”) to be held at Zhiyuan Conference Room on 6th Floor, Sansheng Group Building, Block 8, 18 Xinghong Road,
Minhang District, Shanghai, the PRC on Friday, 26 August 2022 at 11:00 a.m. and at any adjournment thereof or on any resolution
or motion which is proposed thereat. My/our proxy is authorized and instructed to vote as indicated (Note 4) in respect of the
undermentioned resolutions:

	Ordinary Resolutions (Note 3)	For (Note 4)	Against (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditor of the Company for the year ended 31 December 2021. (Note 11)	The Annual General Meeting will be adjourned to consider this resolution	
2.	(a) (i) To re-elect Ms. Cheng Xuan as Director;		
	(ii) To re-elect Mr. Pan Dexiang as Director;		
	(iii) To re-elect Mr. Zhou Tao David as Director;		
	(iv) To re-elect Mr. Zhang Jingui as Director;		
	(b) To authorize the board of Directors (the “Board”) to fix remuneration of the Directors.		
3.	To re-appoint Yongtuo Fuson CPA Limited as the auditor of the Company and authorize the Board to fix remuneration of auditor.		
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company.		
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company.		
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 4(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under the ordinary resolution No. 4(B).		
5.	To re-elect Mr. Wong Heung Ming Henry as Director.		

Dated this _____ day of _____, 2022 Signature(s) _____ (Note 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this second form of proxy (the “Second Proxy Form”) will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words “or failing him/her, the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- The full text of the resolutions is set out in the notice of the Meeting incorporated in the circular of the Company dated 28 July 2022 and the supplemental circular of the company dated 5 August 2022.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
- Where there are joint holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- In order to be valid, the Second Proxy Form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting (i.e. no later than 11:00 a.m. on Wednesday, 24 August 2022. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy needs not be a shareholder of the Company.
- A shareholder who has not yet lodged the first proxy form to the companies circular of the Company dated 28 July 2022 (the “First Proxy Form”) with the Company’s Branch Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s Branch Share Registrar.
- A shareholder who has already lodged the First Proxy Form with the Company’s Branch Share Registrar should note that:
 - If no Second Proxy Form is lodged with the Company’s Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting (including, if properly put, a resolution for the re-election of Mr. Wong Heung Ming Henry as independence non-executive Director as set out in the supplemental circular to the shareholders dated 5 August 2022) except for the resolution to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - If the Second Proxy Form is lodged with the Company’s Branch Share Registrar not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
 - If the Second Proxy Form is lodged with the Company’s Branch Share Registrar less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the Company’s Branch Share Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s Branch Share Registrar by not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting.
- As there is a delay in the publication of the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2021, the ordinary business of “to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and auditor of the Company for the year ended 31 December 2021” will not be considered at the Meeting, and will be transacted in an adjourned annual general meeting to be held subject to further notice.