



# 盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED  
(incorporated in Bermuda with limited liability)  
(Stock Code: 851)

## PROXY FORM

Form of proxy for use at the special 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 Thursday, 22 September 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 special 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 Thursday, 22 September 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 convening the Meeting as indicated here below or, if no such indication is given, as my/our proxy thinks fit.

	SPECIAL RESOLUTION <sup>(4)</sup>	FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
1.	<p>Subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “<b>Stock Exchange</b>”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below); (ii) compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda in respect of the Capital Reduction (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed:</p> <p>a. the par value of each of the issued shares of the Company of HK\$0.05 each (the “<b>Existing Shares</b>”) be reduced from HK\$0.05 to HK\$0.01 by a cancellation of the paid-up capital to the extent of HK\$0.04 on each issued Existing Share so that following the aforesaid steps, each issued Existing Share will be treated as one fully paid-up share of par value of HK\$0.01 each in the share capital of the Company (the “<b>Adjusted Shares</b>”) (the “<b>Capital Reduction</b>”), and the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company;</p> <p>b. immediately following the Capital Reduction, each of the authorised but unissued Existing Shares of HK\$0.05 each be sub-divided into five Adjusted Shares of par value of HK\$0.01 each (the “<b>Share Subdivision</b>”) so that immediately following the Capital Reduction and the Share Subdivision (collectively, the “<b>Capital Reorganisation</b>”), the authorised share capital of the Company shall become HK\$600,000,000 divided into 60,000,000,000 Adjusted Shares;</p> <p>c. the Adjusted Shares shall rank pari passu in all respects with each other and have such rights and subject to such restrictions as set out in the memorandum of association and bye-laws of the Company;</p> <p>d. the directors of the Company (the “<b>Directors</b>”) be and are hereby authorised to utilise the credit in the contributed surplus account of the Company for such purposes as may be permitted by the applicable laws and the bye-laws of the Company as the Directors consider appropriate; and</p> <p>e. the Directors be hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation.</p>		

ORDINARY RESOLUTION <sup>(4)</sup>	FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
<p>2. Subject to and conditional upon (i) the Capital Reorganization having become effective; (ii) the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Share Consolidation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed</p> <p>a. every ten (10) issued and unissued Adjusted Shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of par value HK\$0.10 each (the “<b>Consolidated Shares</b>”) in the share capital of the Company (the “<b>Share Consolidation</b>”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and bye-laws of the Company;</p> <p>b. all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the Directors may think fit; and</p> <p>c. the Directors be hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, as they may consider necessary or expedient to give effect to the Share Consolidation.</p>		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature(s): \_\_\_\_\_

*Notes:*

1. Please insert your full name and address in **BLOCK CAPITAL LETTERS** in the space provided.
2. 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).
3. 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 own identity paper.
4. The full text of these resolutions appears in the notice of the Meeting dated 31 August 2022.
5. 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.
6. 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.
7. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
8. 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.
9. 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.