



Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

Proxy Form for use at the Extraordinary General Meeting to be held on Monday, 24 October 2022

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of HK\$0.01 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 4) or _____
of _____
as my/our proxy to attend the Extraordinary General Meeting of the Company to be held at 1801, Microprofit Building, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the People's Republic of China on Monday, 24 October 2022 at 3 p.m. (the "EGM") for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS	FOR <i>(Notes 5 & 6)</i>	AGAINST <i>(Notes 5 & 6)</i>
To approve:		
<p>1. (a) the subscription agreement (the "Subscription Agreement") dated 1 September 2022 (a copy of which is tabled at the EGM and marked "A-1" and signed by the chairman of the EGM for identification purpose) entered into between the Company and Mr. Shi Banchao ("Mr. Shi") and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 32,000,000 new shares of the Company (the "Subscription Shares") to Mr. Shi, be and is hereby approved, confirmed and ratified;</p> <p>(b) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the 32,000,000 Subscription Shares, the directors of the Company (the "Directors") be and are hereby granted the specific mandate (the "Specific Mandate") which shall entitle the Directors to exercise all the powers of the Company to issue and allot 32,000,000 Subscription Shares to Mr. Shi, on and subject to the terms and conditions of the Subscription Agreement entered into between the Company and Mr. Shi, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement entered into between the Company and Mr. Shi and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>		
<p>2. (a) the Subscription Agreement dated 1 September 2022 (a copy of which is tabled at the EGM and marked "A-2" and signed by the chairman of the EGM for identification purpose) entered into between the Company and Dr. Wu Fu-Shea ("Dr. Wu") and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 5,450,000 Subscription Shares to Dr. Wu, be and is hereby approved, confirmed and ratified;</p> <p>(b) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the 5,450,000 Subscription Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot 5,450,000 Subscription Shares to Dr. Wu, on and subject to the terms and conditions of the Subscription Agreement entered into between the Company and Dr. Wu, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement entered into between the Company and Dr. Wu and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>		

ORDINARY RESOLUTIONS	FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
<p>3. (a) the Subscription Agreement dated 1 September 2022 (a copy of which is tabled at the EGM and marked "A-3" and signed by the chairman of the EGM for identification purpose) entered into between the Company and Ms. Wang Jing ("Ms. Wang") and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 300,000 Subscription Shares to Ms. Wang, be and is hereby approved, confirmed and ratified;</p> <p>(b) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the 300,000 Subscription Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot 300,000 Subscription Shares to Ms. Wang, on and subject to the terms and conditions of the Subscription Agreement entered into between the Company and Ms. Wang, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement entered into between the Company and Ms. Wang and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>		

Dated this _____ day of _____ 2022

Signature ^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- In order to be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding this meeting (i.e. not later than 3 p.m. on Saturday, 22 October 2022) or the adjourned meeting.
- 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting and, in such event, the proxy form shall be deemed to be revoked.
- References to time and dates in this proxy form are to Hong Kong time and dates.

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 extraordinary general meeting of the Company (the "**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 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') 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's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.