

CHERISH SUNSHINE INTERNATIONAL LIMITED

承輝國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1094)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of Cherish Sunshine International Limited (the “Company”) to be convened at Unit 705, 7/F, Nam Wo Hong Building, 148 Wing Lok Street, Sheung Wan, Hong Kong on Tuesday, 20 December 2022 at 10:00 a.m. (or any adjournment thereof)

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of HK\$0.1 each in the Company hereby appoint the chairman of the Meeting or _____ of _____
to act as my/our proxy ^(note c) at the Meeting of the Company to be held at Unit 705, 7/F, Nam Wo Hong Building, 148 Wing Lok Street, Sheung Wan, Hong Kong on Tuesday, 20 December 2022 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the notice of the Meeting dated 30 November 2022.

Please put a “✓” in the appropriate boxes to indicate how you wish your vote(s) to be casted on a poll ^(note d).

ORDINARY RESOLUTIONS ^(note e)		FOR	AGAINST
1.	To approve the increase in authorised share capital of the Company from HK\$50,000,000 divided into 400,000,000 ordinary shares and 100,000,000 preference shares of HK\$0.10 each to HK\$500,000,000 divided into 4,900,000,000 ordinary shares and 100,000,000 preference shares of HK\$0.10 each by creating an additional 4,500,000,000 unissued ordinary shares in the share capital of the Company.		
2.	To approve, confirm and ratify the Underwriting Agreement, Rights Issue, the Placing Agreement and the transactions contemplated thereunder.		
SPECIAL RESOLUTION ^(note e)		FOR	AGAINST
3.	To approve the Whitewash Waiver and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2022

Shareholder’s signature _____ ^(notes f to k)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e The description of each resolution herein is by way of summary only. Please refer to the notice of the Meeting dated 30 November 2022 for the full text of each resolution.
- f In the case of a joint holding, this form of proxy may be signed by any joint holder. Where there are joint holders of any share any one of such joint holder may vote, either in person 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 the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- g The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer or attorney or other person authorised to sign the same.
- h To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or certified copy of such power or authority must be deposited at the office of the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. by 10:00 a.m. on Sunday, 18 December 2022) or any adjournment thereof.
- i Any alteration made to this form of proxy should be initialled by the person who signs the form.
- j For the purpose of determining members who are qualified for attending and voting at the Meeting, the register of members of the Company will be closed from Wednesday, 14 December 2022 to Tuesday, 20 December 2022 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong at the above address for registration by no later than 4:00 p.m. on Tuesday, 13 December 2022.
- k All times and dates specified herein refer to Hong Kong local times and dates.