



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 extraordinary general meeting (the "Meeting") to be convened at Level 22, Nexus Building, 41 Connaught Road Central, Hong Kong on Tuesday, 25 April 2023 at 2:00 p.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, 25 April 2023, at 2:00 p.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 31 March 2023 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.	the agreement dated 13 January 2023 (the "Agreement") entered into between UNIVERSAL MARINE SERVICES LIMITED, an indirect wholly owned subsidiary of the Company (the "Purchaser"), CHAN SHING LAM ("Vendor 1") and CHOW WAI MING ("Vendor 2") (Vendor 1 and Vendor 2 together, the "Vendors") pursuant to which the Vendors have agreed to sell and the Purchaser has agreed to purchase 34% of entire issued and paid up share capital of Yun Lee (Tim Kee) Marine Construction Limited for the consideration of HK\$23,800,000 and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;		
2.	any one or more of the directors of the Company (the "Directors") be and is/are hereby authorised to do all such acts and things and execute all such documents (in case of execution of documents under seal, to do so by any two Directors) and to take such steps which he/she/they may consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder;		
3.	(a) Ms. Chan Hei Ting be re-elected as independent non-executive Director; and		
	(b) Ms. Hong Ting be re-elected as independent non-executive Director."		

Dated: _____

Signature: _____ (notes 5-10)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
2. 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).
3. 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.
4. 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.
5. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time for the Meeting (i.e. 2:00 p.m. on Sunday, 23 April 2023 (Hong Kong Time)) or any adjournment thereof.
6. 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.
7. 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.
10. 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 Thursday, 20 April 2023 to Tuesday, 25 April 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 April 2023.