

MAN SHUN GROUP (HOLDINGS) LIMITED

萬順集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1746)

Form of Proxy for Annual General Meeting to be held on Thursday, 8 June 2023 at 10:30 a.m.

I/We¹ _____
of _____

being the registered holder(s) of² _____ shares of HK\$0.01 each (the "Shares") in the capital of

Man Shun Group (Holdings) Limited (the "Company") HEREBY APPOINT³ _____
of _____

or failing him/her, the chairman of the annual general meeting of the Company, to be held at Units 5906–5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Thursday, 8 June 2023 at 10: 30 a.m. (and at any adjournment thereof, as the case may be) (the "AGM") as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM in respect of the ordinary resolutions set out in the notice convening the AGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS [#]		For ^d	Against ^d
1.	To receive and consider the audited consolidated financial statements, the directors of the Company's (the "Directors") Report and the Independent Auditor's Report of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect the following Directors:		
	(i) To re-elect Mr. Pang Kam Fai, Dickson as an independent non-executive Director; and		
	(ii) To re-elect Mr. Law Chung Lam, Nelson as an independent non-executive Director.		
(b) To authorise the Company's board of Directors (the "Board") to fix their remuneration.			
3.	To re-appoint D & PARTNERS CPA LIMITED as auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company's shares not exceeding 20% of the aggregate number of shares of the Company in issue, on the terms as set out in resolution no. 4 in the notice of AGM.		
5.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the aggregate number of shares of the Company in issue, on the terms as set out in resolution no. 5 in the notice of AGM.		
6.	To extend the general mandate granted to the Directors to issue shares in the share capital of the Company pursuant to resolution no. 4 with an amount representing the aggregate amount of the share capital of the Company repurchased pursuant to the foregoing resolution no. 5, if passed.		
SPECIAL RESOLUTION [#]		For ^d	Against ^d
7.	To approve the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company.		

[#] Full text of the resolutions is set out in the notice of the AGM dated 21 April 2023.

Signature(s)^{5 6 7 8}: _____

Date: _____

Notes:

- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 registered in your name(s).
- Please insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. **A proxy need not be a member of the Company but must attend the AGM in person to represent you. Any alteration made to this form of proxy must be initialed by the person who signs it.**
- IMPORTANT: If you wish to vote for any of the resolution, please place a "✓" in the appropriate box marked "For". If you wish to vote against any of the resolution, please place a "✓" in the appropriate box marked "Against". Failure to complete any or all the boxes will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In 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 holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the office of the Company's share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty- eight (48) hours before the time appointed for holding the AGM (or at any adjournment thereof).
- Completion and return of this form of proxy will not preclude you from attending and voting at the AGM (or at any adjournment thereof) if you so wish and in such event, the form of proxy previously submitted shall be deemed to have revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.