

Deyun Holding Ltd.

德運控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1440)

FORM OF PROXY FOR USE AT THE 2023 ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 25 MAY 2023 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____ of _____ being the registered holder(s) of² _____ shares of HK\$0.01 each in the capital of Deyun Holding Ltd. (the "Company"), HEREBY APPOINT³ the chairman of the 2023 annual general meeting of the Company, or _____ as my/our proxy to attend for me/us the 2023 annual general meeting of the Company (and any adjournment thereof) (the "2023 AGM") to be held at Units 1203B, 1204-1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Thursday, 25 May 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 and the reports of directors ("Directors") and auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Tsoi Wing Sing as an Executive Director;		
	(b) To re-elect Mr. Larry Stuart Torchin as an Executive Director;		
	(c) To re-elect Ms. Jian Xuegen as an Executive Director;		
	(d) To re-elect Mr. Chow Kit Ting as an Independent Non-executive Director;		
	(e) To re-elect Dr. Chiu Kwok Hung, Justin as an Independent Non-executive Director;		
	(f) To re-elect Mr. Chan Hoi Shan as an Independent Non-executive Director; and		
	(g) To authorise the Board of Directors of the Company to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.		
4.	To approve and grant the general mandate to issue additional shares of the Company to the Directors.		
5.	To approve and grant the general mandate to repurchase shares of the Company to the Directors.		
6.	To approve and grant the extension of the general mandate granted in ordinary resolution numbered 4 by adding repurchased shares under ordinary resolution numbered 5 to the Directors.		
SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
7.	Subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, to approve the change of English name of the Company from "Deyun Holding Ltd." to "STAR SHINE HOLDINGS GROUP LIMITED" and adopt the Chinese name "應星控股有限公司" as the dual foreign name of the Company (the "Change of Company Name"), and that any one or more of the Directors be and is/ are hereby authorised to do all such acts and things and execute all such documents (whether by hand, under seal or as a deed) and make all such arrangements as he/ she/ they consider necessary, desirable, appropriate or expedient for the purpose of giving effect to the Change of Company Name.		
8.	Conditional upon the passing of special resolution numbered 7 and the new names of the Company being entered in the Register of Companies in the Cayman Islands, to approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and adopt the Second Amended and Restated Memorandum and Articles (as defined in the notice of the 2023 AGM) in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company; and authorise any one Director for and on behalf of the Company to execute all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.		

Dated: _____

Signature⁵: _____

* for identification purpose only

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- 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 the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the Chairman of the 2023 annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- The instrument appointing proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, if the appointor being a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than proxy to attend on the same occasion.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall deposited at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours (i.e. 11:00 a.m. on Tuesday, 23 May 2023) before the time appointed for holding the meeting or any adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of any instrument of appointing a proxy shall not preclude a member from attending and voting in person at the meeting or at any adjourned meeting or poll concerned and, in such event, the instrument appointing the proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said person so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant 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 (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/ Computershare Hong Kong Investor Services Limited at the above address.