



# 盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 851)

## PROXY FORM

Form of proxy for use at the special general meeting to be held at Meeting Room, 26/F, 238 Des Voeux Road Central, Sheung Wan, Hong Kong at 10:00 a.m. on Thursday, 18 May 2023 (and at any adjournment thereof)

I/We<sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the share capital of Sheng Yuan Holdings Limited (the "Company"), HEREBY APPOINT<sup>(3)</sup> \_\_\_\_\_ of \_\_\_\_\_

or, failing him, the chairman of the Meeting, to act for me/us as my/our proxy to attend the special general meeting (the "Meeting") of the Company to be held at Meeting Room, 26/F, 238 Des Voeux Road Central, Sheung Wan, Hong Kong at 10:00 a.m. on Thursday, 18 May 2023 (and at any adjournment thereof). I/We hereby direct my/our proxy to vote for me/us and on my/our behalf in respect of such resolutions as set out in the notice convening the Meeting as indicated here below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION <sup>(4)</sup>	FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
1.	<b>THAT</b> the proposed conversion ("Proposed Conversion") of the convertible bonds ("Convertible Bonds") in the aggregate principal amount of HK\$150 million at the interest rate of 1% per annum issued by the Company to Yuanyin Holdings Limited ("Yuanyin Holdings") in full at the conversion price of HK\$0.3 per share of the Company by Yuanyin Holdings be and are hereby approved and confirmed; and <b>THAT</b> any one director of the Company be and is hereby authorized to do all such things and take all such actions (including but not limited to the allotment and issuance of the shares of the Company (the "Shares") to be issued upon the conversion of the Convertible Bonds) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Proposed Conversion.		
	SPECIAL RESOLUTION <sup>(4)</sup>	FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
2.	<b>THAT</b> subject to the Executive (as defined in the circular of the Company dated 26 April 2023 (the "Circular"), a copy of which has been produced to this meeting marked "A" and signed by the Chairman of the SGM for the purpose of identification) granting the Whitewash Waiver (as defined in the Circular) and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving any obligation on the part of Yuanyin Holdings to make a mandatory offer for all the issued Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) not already owned or agreed to be acquired by Yuanyin Holdings and parties acting in concert with it which might otherwise arise as a result of the allotting and issuing to Yuanyin Holdings of the Shares pursuant to the conversion of the Convertible Bonds (the "Whitewash Waiver"), be and is hereby approved and <b>THAT</b> any one director of the Company be and is hereby authorized to do all acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2023 Signature(s): \_\_\_\_\_

### Notes:

- Please insert your full name and address in **BLOCK CAPITAL LETTERS** in the space provided.
- Please insert the number of ordinary shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If none, this proxy form will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- If any proxy other than the chairman of the Meeting is preferred, strike out "the chairman of the Meeting or" and insert the name and address of the proxy desired in **BLOCK CAPITAL LETTERS** in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- The full text of these resolutions appears in the notice of the Meeting dated 26 April 2023.
- If you wish to vote for a resolution, place a tick "✓" in the column marked "For". If you wish to vote against a resolution, place a tick "✓" in the column marked "Against". If no indication is given, the proxy will vote or abstain at his/her discretion.
- Corporations must execute this proxy form under common seal or (under the hand of) an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company's branch registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the 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 ("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 authorised 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/Tricor Tengis Limited at the above address.