



Fortune Sun (China) Holdings Limited

富陽（中國）控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00352)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 16/F, Tower 5, The Gateway, Harbour City, 21 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong at 2 p.m. on Friday, 23 June 2023 (or any adjournment thereof)

I/We ^(note a) _____
of _____
being the registered holder(s) of _____ ^(note b) shares (the “Shares”) of HK\$0.10 each in the share capital of Fortune Sun (China) Holdings Limited (the “Company”) hereby appoint the chairman of the annual general meeting (the “Meeting”) of the Company or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at 16/F, Tower 5, The Gateway, Harbour City, 21 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 23 June 2023 at 2 p.m. (or any adjournment thereof) and to vote on my/our behalf as directed below.

Please mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(note d)	AGAINST ^(note d)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Chiang Chen Feng as an executive director.		
	(b) To re-elect Mr. Han Lin as an executive director.		
	(c) To re-elect Mr. Chow Yiu Ming as an independent non-executive director.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint Confucius International CPA Limited as the auditor for the year ending 31 December 2023 and to authorise the board of directors of the Company to fix the remuneration of the auditor.		
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the additional shares in the capital of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution.		
6.	To grant a general and unconditional mandate to the directors of the Company to repurchase shares in the capital of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.		
7.	Conditional upon resolutions 5 and 6 above being passed, the general and unconditional mandate granted to the directors to allot, issue or otherwise deal with the additional shares in the capital of the Company pursuant to resolution 5 be extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 6.		
SPECIAL RESOLUTION			
8.	To consider and approve the proposed amendments of the memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2023.

Shareholder's signature _____ ^(notes e to j)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- b Please insert the number of Shares registered in your name(s) to which the proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share 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 annual general meeting (the “**Meeting**”) of the Company or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If you wish to vote only part of the number of Shares in respect of which the proxy is so appointed, please state the exact number of Shares in lieu of tick (“✓”) in the relevant box. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her 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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- e In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- f The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited with the Hong Kong branch share registrar and transfer office (“**Branch Registrar**”) of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting (i.e., at or before 2 p.m. on Wednesday, 21 June 2023 (Hong Kong time), or any adjournment thereof.
- h The register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on Friday, 16 June 2023.
- i Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- j Any alteration made to this form should be initialled by the person(s) who sign(s) the form.