



# CHINA SCE GROUP HOLDINGS LIMITED

## 中駿集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1966)

### PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at R2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 4:30 p.m. on Tuesday, 30 May 2023 (or any adjournment thereof)

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup>  
shares (the “Shares”) of HK\$0.10 each in China SCE Group Holdings Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting (the “Meeting”) of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to be held at R2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 4:30 p.m. on Tuesday, 30 May 2023 and at any adjournment thereof and to vote on my/our behalf as directed below.

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

	ORDINARY RESOLUTION	FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
(a)	To approve and adopt the 2023 Share Option Scheme as the share option scheme of the Company, and to authorise the Directors to approve any amendment to the provisions of the 2023 Share Option Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, grant options to subscribe for shares of the Company thereunder at the Directors’ sole and absolute discretion, allot, issue and deal with shares of the Company pursuant to the exercise of options granted thereunder from time to time, and do all such acts and enter into all such transactions and arrangements as may be necessary or expedient in order to give effect thereto; and		
(b)	conditional upon the 2023 Share Option Scheme becoming effective, to terminate the 2018 Share Option Scheme upon the 2023 Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding option which has been granted under the 2018 Share Option Scheme prior to the date of the passing of this resolution). <sup>(note e)</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

Shareholder’s signature: \_\_\_\_\_ <sup>(note g)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered 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 in the share capital of the Company registered in your name(s).
- A holder (the “Shareholder”) of Share(s) entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a Shareholder.
- 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 the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of all resolutions.
- Please refer to the notice of the Meeting dated 15 May 2023 (the “Notice”) for the full text of the resolution. Unless the context otherwise requires, terms and expressions as defined in the Notice shall carry the same meanings when used herein.
- Where there are joint holders of any Share, anyone of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- 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 certified copy of such power or authority must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 4:30 p.m. on Sunday, 28 May 2023 (Hong Kong time)) or any adjournment thereof.
- For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive), during which no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers documents accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Tuesday, 23 May 2023.
- Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person who signs the form.
- All times and dates specified herein refer to Hong Kong local times and dates.