



萬桐園

CHINA WAN TONG YUAN (HOLDINGS) LIMITED

中國萬桐園(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6966)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

This form of proxy is for use by shareholders of China Wan Tong Yuan (Holdings) Limited (the "Company") at the annual general meeting of the Company (the "AGM") to be held at Unit 3707A, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 23 June 2023 at 11:30 a.m. or at any adjournment thereof.

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ share(s) of US\$0.01 each in the share capital of the Company hereby appoint _____
of _____
or failing him/her, the chairman of the AGM^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the AGM as directed below or, if no such direction is given, as my/our proxy shall think fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and the auditors of the Company for the year ended 31 December 2022		
2.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors (the "Board") to fix their remuneration		
3.	(a) To re-elect Ms. Zhao Ying as non-executive Director;		
	(b) To re-elect Ms. Wang Wei as executive Director;		
	(c) To re-elect Dr. Wong Wing Kuen Albert as an independent non-executive Director;		
	(d) To authorise the Board to fix the remuneration of the Directors;		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company*		
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company*		
6.	To extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company of an amount representing the total number of the issued shares of the Company repurchased by the Company*		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	(a) THAT the proposed amendments to the existing memorandum and articles of association of the Company (the "Proposed Amendments") be;		
	(b) THAT the existing memorandum of association and articles of association of the Company as amended by the Proposed Amendments (the "Third Amended M&A"), be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and		
	(c) THAT any one Director or officer of the Company be and is hereby authorised to do all such acts and things and execute and deliver all relevant documents for and on behalf of the Company as he/she consider(s) necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the aforesaid paragraphs (a) and (b)*.		

Dated this _____ day of _____ 2023 Signature of Shareholder(s)^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of share(s) registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
 - If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the chairman of the AGM" and insert 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. **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 RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than the resolutions referred to in the notice of 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 be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
 - Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose names any share stands shall be deemed joint holders thereof.
 - To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, 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 appointed for holding the AGM or any adjournment thereof and in default thereof this form of proxy shall not be treated as valid.
 - A shareholder entitled to attend and vote at the AGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
 - Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.
 - Shareholders are encouraged to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.
- * Full text of the resolutions is set out in the notice of AGM which is contained in the circular of the Company dated 23 May 2023 and despatched to the shareholders of the Company together with this form of proxy.

This form of proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

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 AGM (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.