



FULLSUN INTERNATIONAL HOLDINGS GROUP CO., LIMITED

福晟國際控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD AT PORTION 2, 12/F, THE CENTER, 99 QUEEN'S ROAD CENTRAL, CENTRAL HONG KONG ON THURSDAY, 13 JULY 2023 AT 11:00 A.M. (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares of HK\$0.01 each in the share capital of Fullsun International Holdings Group Co., Limited (the "Company"), HEREBY APPOINT³ _____
of _____
or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 13 July 2023 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (the "SGM Notice") and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below:

Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 23 June 2023.

NO.	RESOLUTIONS	FOR ⁴	AGAINST ⁴
ORDINARY RESOLUTIONS⁵			
1.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder; to approve the grant of the Specific Mandate; and to authorise any one of the Directors to sign and execute such documents and do all such acts and things and to take all such steps as he/she considers necessary, expedient or desirable in connection with and to give effect to the Subscription Agreement and the transactions contemplated thereunder		
2.	To approve, confirm and ratify the Scheme; to approve the proposed payment of cash to the Creditors on a pro-rata basis in accordance with the terms of the Scheme, funded from the net proceeds of the Subscription; and to authorise any one of the Directors to sign and execute such documents and do all such acts and things and to take all such steps as he/she considers necessary, expedient or desirable in connection with and to give effect to the Scheme and the transactions contemplated thereunder		
3.	To approve the Group Reorganisation; and to authorise any one of the Directors to sign and execute such documents and do all such acts and things and to take all such steps as he/she considers necessary, expedient or desirable in connection with and to give effect to the Group Reorganisation and the transactions contemplated thereunder		
SPECIAL RESOLUTIONS⁵			
4.	To approve the Capital Reorganisation involving the Share Consolidation and the Capital Reduction; to approve the credit arising from the Capital Reduction to be credited to the contributed surplus account of the Company for use by the Directors and to authorise the Directors to fully apply the amount in the contributed surplus account of the Company to set off part of the consolidated accumulated loss of the Company on a dollar-to-dollar basis in the manner permitted by the laws of Bermuda and the bye-laws of the Company without further authorisation from the Shareholders; and to authorise any one of the Directors to sign and execute such documents and do all such acts and things and to take all such steps as he/she considers necessary, expedient or desirable in connection with and to give effect to the Capital Reorganisation		
5.	To approve the Whitewash Waiver; and to authorise any one of the Directors to sign and execute such documents and do all such acts and things and to take all such steps as he/she considers necessary, expedient or desirable in connection with and to give effect to the Whitewash Waiver and the transactions contemplated thereunder		

Dated this _____ day of _____ 2023

Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint 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 of the Company registered in your name(s).
- Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any member 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 proxy need not be a member of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his/her vote at his/her discretion.
- The full texts of the resolutions are set out in the SGM Notice dated 23 June 2023.
- 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 duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- 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 certified copy of such power or authority, must be delivered to the company secretary of the Company, at Room 1811, 18/E, V Heun Building, 138 Queen's Road Central, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made in this form should be initialed by the person(s) who sign(s) it.

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/Tricolor Tengis Limited at the above address.