



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00922)

Form of Proxy for use at the Annual General Meeting to be held on Monday, 11 September 2023

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
of _____
as my/our proxy to attend the annual general meeting (and at any further adjournment thereof) of the Company to be held at 20/F, OfficePlus@Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Monday, 11 September 2023 at 10:00 a.m. (the "Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of annual general meeting dated 25 July 2023 (the "AGM Notice") and at such Meeting (and at any further adjournment thereof) to vote for me/us and in my/our name(s) in the manner as indicated below ^(Note 4).

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Group and the reports of the directors and independent auditors of the Company for the year ended 31 March 2023.		
2.	To declare a final dividend for the year ended 31 March 2023.		
3.	(i) Each as a separate resolution, to re-elect the following Directors:		
	(a) to re-elect Mr. Shi Jun as executive Director;		
	(b) to re-elect Mr. Law Fei Shing as executive Director; and		
	(c) to re-elect Mr. Chan Koon Yung as independent non-executive Director.		
(ii)	To authorise the board of Directors (the "Board") to fix Director's remuneration for the ensuing year.		
4.	To re-appoint BDO Limited as the auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the existing issued share capital.		
6.	To grant a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted to the Directors to issue and allot the shares repurchased by the Company under the mandate granted to the Directors under Resolution 6.		
SPECIAL RESOLUTION ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
8.	To approve the proposed amendments to the bye-laws of the Company and to adopt the amended and restated bye-laws of the Company.		

Dated this _____ day of _____, 2023 Signature ^(Note 6) _____

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 of the Company 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).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words **"THE CHAIRMAN OF THE MEETING"** here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING 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 THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that resolution referred to in the notice convening the Meeting.
- The description of the resolutions is by way of summary only. The full text appears in the notice of the Meeting as contained in the Company's circular dated 25 July 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.
- All resolutions will be put to vote by way of poll at the Meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- In the case of joint holders of any share of the Company, any one 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 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 of the Company in respect of the joint holding.
- To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 10:00 a.m. on Saturday, 9 September 2023) or any further adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.

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 (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 Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong.

* For identification purposes only