



# Sunshine 100 China Holdings Ltd

## 陽光100中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2608)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 10:00 a.m. on Saturday, 23 December 2023 at the Conference Room, Floor 12, Tower D, No.2 Guanghua Road, Chaoyang District, Beijing, the PRC (or any adjournment or postponement thereof).

I/We <sup>(Note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note b)</sup> shares  
of HK\$0.01 each of Sunshine 100 China Holdings Ltd (the “**Company**”) hereby appoint the Chairman of the annual general meeting (the “**Meeting**”) of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy/proxies to attend and vote for me/us on behalf <sup>(Note c)</sup> at the Meeting to be held at 10:00 a.m. on Saturday, 23 December 2023 at the Conference Room, Floor 12, Tower D, No.2 Guanghua Road, Chaoyang District, Beijing, the PRC and at any adjournment or postponement thereof and to vote on my/our behalf as directed below.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(Note d)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the Company’s independent auditors for the year ended 31 December 2021.		
2.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the Company’s independent auditors for the year ended 31 December 2022.		
3(a)	To re-elect Mr. Yi Xiaodi as an executive director of the Company.		
3(b)	To re-elect Ms. Fan Xiaohua as a non-executive director of the Company.		
3(c)	To re-elect Mr. Gu Yunchang (who has served more than nine years) as an independent non-executive Director.		
3(d)	To re-elect Mr. Ng Fook Ai, Victor (who has served more than nine years) as an independent non-executive Director.		
3(e)	To re-elect Mr. Li Chunping as an independent non-executive Director.		
4.	To authorise the board of directors of the Company (the “ <b>Board</b> ”) to fix the directors’ remuneration.		
5.	To re-appoint Mazars CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration.		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company’s shares.		
7.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares.		
8.	To add the total number of the shares repurchased by the Company to the mandate granted to the directors under resolution No. 6.		

ORDINARY RESOLUTIONS		FOR	AGAINST
9.	To consider, ratify and confirm the failure to hold the 2021 annual general meeting of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (and non-compliances resulted therefrom) and to effect the matters required by the articles of association at such annual general meeting (including but not limited to the rotation of the directors of the Company and the appointment of auditors of the Company).		
SPECIAL RESOLUTION		FOR	AGAINST
10.	To approve the proposed amendments to the existing articles of association of the Company and to adopt the second amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.		

Date: \_\_\_\_\_ 2023

Shareholder's signature: \_\_\_\_\_ *(Note e, f, g, h and i)*

**Notes:**

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b. 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 capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company, but the proxy must attend the Meeting or any adjournment or postponement thereof in person to represent you. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. 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 as your proxy in the space provided. If no name is inserted, the chairman of the meeting will act as your proxy.
- d. If you wish to vote for any of the resolutions set out above, please tick ("✓") in the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") in the boxes marked "Against". If the form returned is duly signed but with no direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so 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 or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, 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 of the Meeting (i.e. not later than 10:00 a.m. (Hong Kong time) on Thursday, 21 December 2023) or any adjourned or postponed meeting.
- h. Any alteration made to this form should be initialled by the person(s) who sign(s) the form.
- i. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment or postponement thereof if you so wish and in such case, the form of proxy shall be deemed to be revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of name(s) and address(es) of yourself and your proxy (or proxies) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and/or your voting instructions for the meeting of the Company (the "**Purposes**"). We may transfer such data provided by you to our share registrar and agent(s) for the Purposes or such other parties who are authorised by law to request the information. The data will be retained for such period as may be necessary for our verification or record purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to Hong Kong Privacy Officer of Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.