

LUYUAN

绿源

Luyuan Group Holding (Cayman) Limited

綠源集團控股(開曼)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2451)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, JUNE 26, 2024 OR ANY ADJOURNMENT THEREOF

I/We ^(Note 1) _____ of _____

being the registered holder(s) of _____ share(s) ^(Note 2) of US\$0.0001 each in the capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**, or ^(Note 3) _____

of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (the “**Meeting**”) (or any adjournment thereof) of the said Company to be held at No. 168 Shicheng Street, Development Zone, Jinhua City, Zhejiang Province, China on Wednesday, June 26, 2024 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the ordinary resolutions as set out in the Notice of Annual General Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below ^(Note 4):

Ordinary Resolutions		For ^(Notes 4 and 9)	Against ^(Notes 4 and 9)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended December 31, 2023.		
2.	(a) To re-elect the following directors of the Company (the “ Directors ”):		
	(i) Mr. Ni Jie as an executive Director.		
	(ii) Ms. Hu Jihong as an executive Director.		
	(iii) Mr. Chen Guosheng as an executive Director.		
	(iv) Mr. Wu Xiaoya as an independent non-executive Director.		
	(v) Mr. Peng Haitao as an independent non-executive Director.		
	(vi) Mr. Liu Bobin as an independent non-executive Director.		
	(vii) Mr. Chan Chi Fung Leo as an independent non-executive Director.		
	(b) To elect Ms. Ni Boyuan as an executive Director.		
(c) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.			
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix auditor’s remuneration for the year ending December 31, 2024.		

* For identification purpose only

Ordinary Resolutions		For <i>(Notes 4 and 9)</i>	Against <i>(Notes 4 and 9)</i>
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company (excluding treasury shares of the Company) and to determine whether such shares of the Company repurchased shall be held as treasury Shares by the Company or be canceled.		
	(B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued shares of the Company (excluding treasury shares of the Company).		
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased by the Company.		

Dated this _____ day of _____ 2024 Signature(s) *(Note 7)*: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the chairman of the Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or**” and insert 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 ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast his votes or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the Meeting or any resolution properly put to the Meeting other than those referred to in the Notice of the Annual General Meeting.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- 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 thereof, shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. before 10:00 a.m. on Monday, June 24, 2024) or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and 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).
- All resolutions will be put to vote by way of poll at the Meeting. On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Please refer to the Notice of Annual General Meeting dated April 23, 2024 for full version of the relevant ordinary resolutions.

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 and to such parties who are authorised 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. 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 in writing to Tricor Investor Services Limited for the attention of Privacy Compliance Officer at the above address.