

SHUOAO 碩奧
SHUOAO INTERNATIONAL HOLDINGS LIMITED
碩奧國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2336)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
TO BE HELD ON MONDAY, 17 JUNE 2024 AT 10:00 A.M.
(OR ANY ADJOURNMENT OR POSTPONEMENT OF SUCH MEETING)**

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ ordinary share(s) of HK\$0.01 each (the “Share(s)”) in the capital of Shuoao International Holdings Limited (the “Company”), hereby appoint the chairman of the annual general meeting of the Company (the “Meeting”), or ^(note 3) _____
of _____

as my/our proxy to attend the Meeting to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 17 June 2024 at 10:00 a.m. (or any adjournment or postponement of the Meeting) for the purposes of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment or postponement of the Meeting) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the independent auditor for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. Chiu King Yan as an Independent Non-executive Director. (b) To re-elect Mr. Wang Cheung Yue as an Independent Non-executive Director.		
3.	To authorise the Board to fix the remuneration of the Directors.		
4.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company for the year ending 31 December 2024 and to authorise the Board to fix its remuneration.		
5.	(A) To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing of this resolution. (B) To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of this resolution. (C) Conditional upon resolutions 5(A) and 5(B) being passed, to extend the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares by the aggregate number of Shares repurchased by the Company.		

Signature(s) ^(note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this 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 Meeting is preferred, please strike out the “the chairman of the annual general meeting of the Company (the “Meeting”), or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** If no direction is given, the proxy will vote or abstain as he/she/it thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the instrument. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- An eligible shareholder of the Company (the “Shareholder”) is entitled to appoint one or more proxies to attend, speak and vote in his/her/it stead at the Meeting (or any adjournment or postponement of such meeting) provided that each proxy is appointed to exercise the rights attached to a Share or Shares held by the Shareholder. The proxy does not need to be a Shareholder.
- Where there are joint registered holders of any Share(s), any one of such persons may vote at the Meeting (or any adjournment or postponement of the Meeting), either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- The instrument appointing a proxy and (if required by the board of directors of the Company), the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Branch Share Registrar in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Saturday, 15 June 2024 (Hong Kong time) (being not less than 48 hours before the time of the Meeting) or any adjournment or postponement of the Meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- Completion and return of an instrument appointing a proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment or postponement of the Meeting convened, and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Company’s Branch Share Registrar in Hong Kong) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.