



盛源控股有限公司

SHENG YUAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 851)

PROXY FORM

Form of proxy for use at the annual general meeting to be held at
Rooms 3208–09, 32/F, Grand Millennium Plaza, COSCO Tower, 183 Queen’s Road Central, Hong Kong at 11:30 a.m. on
Friday, 31 May 2024 (and at any adjournment thereof)

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.10 each in the share capital of
Sheng Yuan Holdings Limited (the “Company”), HEREBY APPOINT⁽³⁾ _____
of _____

or, failing him, the chairman of the Meeting, to act for me/us as my/our proxy to attend the annual general meeting (the “Meeting”) of the Company to be held at Rooms 3208–09, 32/F, Grand Millennium Plaza, COSCO Tower, 183 Queen’s Road Central, Hong Kong at 11:30 a.m. on Friday, 31 May 2024 (and at any adjournment thereof). I/We hereby direct my/our proxy to vote for me/us and on my/our behalf in respect of such resolutions as set out in the notice convening the Meeting as indicated here below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
1.	To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2023.		
2.	To consider and approve, each as a separate resolution, if thought fit, the following resolutions:		
	(a) To re-elect Mr. Huang Shuanggang as a non-executive director of the Company.		
	(b) To re-elect Mr. Zhang Jinfan as an independent non-executive director of the Company.		
	(c) To authorize the board of directors of the Company to fix their remuneration.		
3.	To re-appoint BDO Limited as the auditor of the Company and to authorise the board of directors to fix their remuneration.		
4.	(a) To pass the Ordinary Resolution No.4(1) set out in the notice of the Meeting.		
	(b) To pass the Ordinary Resolution No.4(2) set out in the notice of the Meeting.		
	(c) To pass the Ordinary Resolution No.4(3) set out in the notice of the Meeting.		

Date this _____ day of _____ 2024 Signature(s): _____

Notes:

- Please insert your full name and address in **BLOCK CAPITAL LETTERS** in the space provided.
- Please insert the number of ordinary shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If none, this proxy form will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- If any proxy other than the chairman of the Meeting is preferred, strike out “the chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITAL LETTERS** in the space provided. A shareholder may appoint one or more proxies to attend the meeting and vote in his/her stead. The proxy need not be a shareholder of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- The full text of these resolutions appears in the notice of the Meeting dated 29 April 2024.
- If you wish to vote for a resolution, place a tick “✓” in the column marked “For”. If you wish to vote against a resolution, place a tick “✓” in the column marked “Against”. If no indication is given, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting.
- Corporations must execute this proxy form under common seal or (under the hand of) an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company’s branch registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

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 (“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 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. 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/Tricor Tengis Limited at the above address.