



# SHUANGHUA HOLDINGS LIMITED

## 雙樺控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1241)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF) TO BE HELD ON 28 JUNE 2024

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares <sup>(Note 2)</sup> of par value  
HK\$0.01 each in the share capital of Shuanghua Holdings Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the annual general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at 9/F,  
Tongsheng Building, 458 Fushan Road, Pudong District, Shanghai, the PRC on Friday, 28 June 2024 at 2:00 p.m. for the purpose of considering and, if thought  
fit, passing the resolutions (the “Resolutions”) as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for  
me/us and in my/our name(s) in respect of the Resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>(Notes 4&amp;5)</sup>	AGAINST <sup>(Notes 4&amp;5)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 and the reports of the directors and auditor of the Company for the year ended 31 December 2023.		
2.	To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company (the “Board”) to fix its remuneration.		
3.	A. To re-elect Mr. Zheng Ping as an executive director of the Company (“Director”).		
	B. To re-elect Ms. Tang Lo Nar as an executive Director.		
	C. To re-elect Ms. Guo Ying as an independent non-executive Director.		
	D. To authorise the Board to fix the remuneration of the Directors.		
4.	A. To grant a general mandate to the Directors to issue, allot and deal with shares of the Company.		
	B. To grant a general mandate to the Directors to repurchase shares of the Company.		
	C. Conditional upon the passing of resolutions nos. 4A and 4B, to extend the general mandate granted to the Directors to issue, allot and deal with shares pursuant to resolution no. 4A by the number of shares repurchased pursuant to the general mandate granted under resolution no. 4B.		
SPECIAL RESOLUTION		FOR <sup>(Notes 4&amp;5)</sup>	AGAINST <sup>(Notes 4&amp;5)</sup>
5.	To approve the amendments to the second amended and restated articles of association of the Company and the adoption of the third amended and restated articles of association <sup>#</sup> of the Company.		

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2024.

Signed \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) 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, strike out “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. **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 IN THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 need not use all his/her/its votes or cast all the votes he/she/its uses in the same way and in such case, please state the relevant number of Shares in the appropriate box(es) above.
- 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.
- In the case of joint holders 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 holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy together with the 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

<sup>#</sup> Full text of the relevant resolution is set out in the notice dated 30 April 2024 convening the Annual General Meeting.