



申萬宏源集團股份有限公司 SHENWAN HONGYUAN GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6806)

FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON JUNE 28, 2024

Number of H shares in connection with this proxy form ^(Note 1)	
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I/We ^(Note 2), _____ of _____, being the registered holder(s) of _____ H shares of Shenwan Hongyuan Group Co., Ltd. (the "Company"), hereby designate ^(Note 3) _____ of _____, or failing him/her/it, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the 2023 annual general meeting (the "AGM") of the Company to be held at 2:00 p.m. on Friday, June 28, 2024 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions (special resolutions are marked by *) as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolutions at his/her/its own discretion. Unless otherwise indicated, the capitalized terms used herein shall have the same meaning as those defined in the notice of AGM dated June 6, 2024.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To consider and approve the 2023 Work Report of the Board of Directors			
2.	To consider and approve the 2023 Work Report of the Board of Supervisors			
3.	To consider and approve the 2023 Annual Financial Report			
4.	To consider and approve the 2023 Profit Distribution Plan			
5.	To consider and approve the 2023 Annual Report			
6.	*To consider and approve the Resolution regarding the Granting of General Mandate to the Board of Directors to Issue Additional Shares of the Company			
7.	To consider and approve the Resolution regarding the Estimated Ordinary Related Party Transactions for 2024	/		
	7.1 Ordinary related party transactions with China Jianyin Investment Ltd. and its subsidiaries			
	7.2 Ordinary related party transactions with other related parties			
8.	To consider and approve the Resolution regarding the Arrangement of Interim Profit Distribution for 2024			
9.	* To consider and approve the Resolution regarding the Public Issuance of Corporate Bonds	/		
	9.1 Issuance size			
	9.2 Issuance method			
	9.3 Arrangement for placement to the Shareholders of the Company			
	9.4 Terms of bonds			
	9.5 Types of bonds			
	9.6 Interest rates of bonds and determination methods			
	9.7 Target subscribers			
	9.8 Place of listing			
	9.9 Use of proceeds			
	9.10 Guarantees			
	9.11 Validity period of the resolution			
9.12 Authorization				
10.	* To consider and approve the Resolution regarding the Amendments to the Articles of Association			
11.	* To consider and approve the Resolution regarding the Amendments to the Rules of Procedure of the General Meeting			
12.	* To consider and approve the Resolution regarding the Amendments to the Rules of Procedure of the Board of Directors			
13.	To consider and approve the Resolution regarding the Amendments to the Independent Non-executive Director System			

Date: _____

Signature(s) ^(Note 5): _____

Notes:

1. Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this proxy form will be deemed to relate to all the H shares of the Company registered in your name(s).
2. Please insert your full name(s) and address(es) as registered in the Company's H share register of members in **BLOCK CAPITALS**.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the AGM will act as your proxy. A Shareholder may designate one or more proxies to attend and vote at the meeting on his/her/its behalf. The proxy need not be a Shareholder of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initiated by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAINED" (SUCH ABSTAINED VOTES WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY OF THE RESOLUTIONS).** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote or abstain at his/her/its discretion. Your proxy will also be entitled to vote or abstain at his/her/its discretion on any resolution properly proposed to the meeting other than those referred to in the notice for the meeting.
5. This proxy form shall be signed by you, or your attorney duly authorized in writing or, in the case of a corporation as a Shareholder, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s). In case of joint holders of the Shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
6. H Shareholders are required to return the proxy form or the notarized power of attorney or any other authorization documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.
7. In case of joint shareholders and if more than one joint shareholder in person or by proxy attend the meeting, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted as the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.
8. Shareholders or their proxies attending the AGM shall produce their identity documents.