



Wenye Group Holdings Limited
文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

SECOND FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

Second form of proxy for use by shareholders at the annual general meeting to be held at 11:30 a.m. on Monday, 23 September 2024 at the conference room at 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC (or any adjournment thereof)

I/We (Name) _____ (block capitals)
of (Address) _____
being the holder(s) of _____ (see Note 1) shares of HK\$0.0001 each in
the capital of Wenye Group Holdings Limited (the “Company”) hereby appoint (Name) _____
of (Address) _____
_____ or failing him/her (Name) _____
of (Address) _____
or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to
be held at the conference room at 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC on Monday, 23 September
2024 at 11:30 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and
instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the years ended 31 December 2021, 31 December 2022 and 31 December 2023.		
2.	(a) To re-elect Mr. Fan Shaozhou as an executive director of the Company.		
	(b) To re-elect Mr. Kong Guojing as an executive director of the Company.		
	(c) To re-elect Mr. Chen Li as a non-executive director of the Company.		
	(d) To re-elect Mr. Shen Peng as a non-executive director of the Company.		
	(e) To re-elect Mr. Li Hongxing as a non-executive director of the Company.		
	(f) To re-elect Mr. Mak Ho Fai as a non-executive director of the Company.		
	(g) To re-elect Mr. Huang Wei as an independent non-executive director of the Company.		
	(h) To re-elect Mr. Ma Kin Ling as an independent non-executive director of the Company.		
	(i) To re-elect Ms. Ye Jinyu as an independent non-executive director of the Company.		
	(j) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3(A).	To give a general mandate to the directors of the Company to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company.		
3(B).	To give a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares at the date of passing this.		
3(C).	To extend the authority given to the directors pursuant to ordinary resolution no. 3(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under ordinary resolution no. 3(B).		
4.	To appoint Beijing Xinghua Caplegend CPA Limited as the auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.		

SPECIAL RESOLUTION		FOR	AGAINST
5.	To approve the proposed amendments to the existing Memorandum and Articles of Association of the Company and to adopt the second amended and restated Memorandum and Articles of Association of the Company.		

The description of these resolutions is by way of summary only.

Dated this _____ day of _____, 2024

Signature(s) _____ (see Note 5)

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this second form of proxy (the “**Second Form of Proxy**” or “**Revised Proxy Form**”) will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a shareholder of the Company (“**Shareholders**”) but must attend the Meeting in person to represent you. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him. ANY ALTERNATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
3. The full text of ordinary resolution No. 4 and special resolutions No. 5 are set out in the supplemental notice of the Meeting incorporated in the supplemental circular of the Company dated 17 September 2024. The full text of the rest of the resolutions is set out in the notice of the Meeting incorporated in the circular of the Company dated 4 September 2024.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. 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.
5. If the appointor is a corporation, this Second Form of Proxy must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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 joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this Second Form of Proxy must be completed, signed and deposited at the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible and in any event not later than 48 hours before the time for holding the meeting. The completion and return of the Second Form of Proxy shall not preclude the shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
8. Important: If the shareholders of the Company have not yet lodged the original proxy form for the Meeting (issued by the Company along with, among other things, the notice of the Meeting) (the “**Original Proxy Form**”) with the Company’s share registrar, shareholders are requested to lodge only this Second Form of Proxy. A shareholder who has lodged the Original Proxy Form with the Company’s share registrar should note that:
 - (1). if no Revised Proxy Form is lodged with the Company’s share registrar, the Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the shareholder of the Company (the “**Shareholder(s)**”). The proxy so appointed by the Shareholder under the Original Proxy Form will be entitled to vote at his discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting, as supplemented by the supplemental notice of the Meeting, and the Original Proxy Form, as revised by the Revised Proxy Form;
 - (2). if the Revised Proxy Form is lodged with the Company’s share registrar at a time in any event not later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder; or
 - (3). if the Revised Proxy Form is lodged with the Company’s share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form, if correctly completed, will be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Revised Proxy Form (the “**Purposes**”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.