



# 山高控股集團有限公司

SHANDONG HI-SPEED HOLDINGS GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

## PROXY FORM

**Form of proxy for annual general meeting of the Company  
to be held on Friday, 6 June 2025 (or any adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.001 each in the capital of Shandong Hi-Speed Holdings Group Limited (the “Company”), HEREBY APPOINT <sup>(note 3)</sup> the chairman of the meeting or \_\_\_\_\_

of \_\_\_\_\_ <sup>(note 4)</sup> as

my/our proxy to act for me/us at the annual general meeting of the Company to be held at Conference Room, 38/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 6 June 2025 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors (the “ <b>Directors</b> ”) and the auditor of the Company for the year ended 31 December 2024.		
2.	To re-elect the following retiring Directors, each as a separate resolution:		
	(i) Mr. Li Tianzhang as an executive Director;		
	(ii) Mr. Zhu Jianbiao as an executive Director;		
	(iii) Mr. Liang Zhanhai as a non-executive Director;		
	(iv) Mr. Chen Di as a non-executive Director; and		
	(v) Mr. Wang Wenbo as a non-executive Director.		
3.	To authorise the board of directors of the Company (the “ <b>Board</b> ”) to fix the Directors’ remunerations.		
4.	To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To grant to the directors a general mandate to allot, issue and otherwise deal with the shares in the capital of the Company not exceeding 20% of the aggregate number of the issued shares (excluding treasury shares) in the capital of the Company as at the date of this resolution.		
6.	To grant to the directors a general mandate to repurchase the Company’s own shares not exceeding 10% of the aggregate number of the issued shares (excluding treasury shares) in the capital of the Company as at the date of this resolution.		
7.	To extend the general mandate granted under resolution no. 5 by including the number of shares repurchased by the Company pursuant to resolution no. 6.		

SPECIAL RESOLUTION*		FOR <i>(note 5)</i>	AGAINST <i>(note 5)</i>
8.	To approve the proposed amendments to the existing bye-laws of the Company (the “ <b>Proposed Amendments to the Existing Bye-laws</b> ”), the details of which are set out in Appendix III to the circular of the Company dated 28 April 2025, and the proposed adoption of the new bye-laws of the Company (the “ <b>New Bye-Laws</b> ”), which incorporates all the Proposed Amendments to the Existing Bye-laws, as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company, with immediate effect, and to authorise any director or company secretary or registered office provider of the Company to do all things necessary, including without limitation arranging for the requisite filings, to effect and record the Proposed Amendments to the Existing Bye-laws and the adoption of the New Bye-laws.		

\* The full text of the resolutions appears in the notice of the annual general meeting, which is included in the circular dispatched to the shareholders.

Date: \_\_\_\_\_ day of \_\_\_\_\_ 2025                      Signature(s) *(note 6)*: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the share(s) in the Company registered in your name(s).
3. 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. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
4. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
5. Please indicate with a “✓” in the appropriate space beside each of the resolutions how you wish your proxy to vote on your behalf. If the form is returned duly signed, but without any indication, your proxy will vote for or against the resolutions, or will abstain, at his discretion.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or not be treated as valid.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose names any share stands shall for such purpose be deemed joint holders thereof.

#### 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 (the “**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 authorized 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) provided 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/Computershare Hong Kong Investor Services Limited at the above address.