



Sunray Engineering Group Limited

新威工程集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8616)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 19 AUGUST 2022

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) (the “Shares”) with a par value of HK\$0.01 each in the share capital of Sunray Engineering Group Limited (新威工程集團有限公司) (the “Company”), hereby appoint the chairman of the AGM (as defined below), or ^(Note 3) _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 19 August 2022 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM (or any adjournment thereof) as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the AGM (or any adjournment thereof):

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and reports of the directors and independent auditor of the Company and its subsidiaries for the year ended 31 March 2022.		
2.	To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company and authorise the board of directors of the Company (the “Board”) to fix their remuneration.		
3.	(a) To re-elect Ms. Wong Pui Yee Edith as an executive director of the Company. (b) To re-elect Mr. Ng Kwun Wan as an independent non-executive director of the Company.		
4.	To authorise the Board to fix the remuneration of the directors of the Company (the “Directors”) for the year ending 31 March 2023.		
5.	To grant a general unconditional mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares not exceeding the aggregate of 20% of the number of the issued Shares as at the date of passing of this resolution.		
6.	To grant a general unconditional mandate to the Directors to exercise all powers of the Company to repurchase Shares not exceeding the aggregate of 10% of the number of the issued Shares as at the date of passing of this resolution.		
7.	To extend the general unconditional mandate granted to the Directors under resolution numbered (5) above by an amount representing the number of the issued Shares repurchased by the Company pursuant to the general mandate under resolution numbered (6) above.		
SPECIAL RESOLUTION			
8.	To approve the amendments to the existing memorandum and articles of association of the Company and the adoption of the new memorandum and articles of association of the Company.		

The full text of the resolutions are set out in the notice of the AGM which is included in the Company’s circular despatched to the shareholders of the Company on 28 June 2022.

Dated the _____ day of _____ 2022 Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) must 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 registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out “the chairman of the AGM” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but he/she must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any amendment to the resolutions referred to in the notice of the AGM which has been properly put to the AGM.
- This form of proxy must be signed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, must be either under its common seal or under the hand of an officer, attorney or other person authorised to sign on that behalf.
- Any member entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a Shareholder of the Company but must attend the AGM to represent you.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be) at which the person named in this form proposes to vote.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the AGM convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally 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 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- The notice of the AGM is set out in the Company’s circular dated 28 June 2022.
- Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.

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 AGM (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 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 fulfill 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.