



SANVO Fine Chemicals Group Limited
三和精化集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 301)

SECOND FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/ We ^(Name) _____ ^(Note 1)
of ^(Address) _____ ^(Note 1)

being the registered holder(s) of _____ ^(Note 2) ordinary shares of SANVO Fine Chemicals Group Limited (the "Company"), HEREBY APPOINT ^(Name) _____

Of ^(Address) _____ or failing him/her, the CHAIRMAN OF THE MEETING ^(Note 3) as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "2023 AGM") to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, 30 June 2023 at 3:00 p.m. and at any adjournment thereof on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated ^(Note 4) in respect of the under-mentioned resolutions:

Terms defined in the initial circular of the Company dated 30 May 2023 and supplemental circular of the Company dated 13 June 2023 shall have the same meanings when used in this second proxy form, unless otherwise defined.

| ORDINARY RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----------------------|---|-------------------------|-----------------------------|
| 1. | To receive and adopt the audited consolidated financial statements and the reports of the directors (the "Directors") and independent auditor of the Company for the year ended 31 December 2022. | | |
| 2. | (i) To re-elect Mr. Chen Bingqiang as an executive Director. (ii) To re-elect Ir. Daniel Lai as an independent non-executive Director. | | |
| 3. | To authorise the board of Directors (the "Board") to fix the Directors' remuneration for the year ending 31 December 2023. | | |
| 4. | To re-appoint Moore Stephens CPA Limited as the independent auditor of the Company for the ensuing year and authorise the Board to fix its remuneration. | | |
| 5. | To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company's shares. | | |
| 6. | To grant a general mandate to the Directors to repurchase the Company's shares. | | |
| 7. | Conditional upon the passing of resolution nos. 5 and 6 set out in the notice convening the 2023 AGM (the "Notice"), to extend the general mandate granted by resolution no. 5 by adding thereto the shares re-purchased pursuant to the general mandate granted by resolution no. 6. | | |
| 8. | To approve the bonus issue of Shares on the basis of one (1) bonus share for every ten (10) existing shares. | | |
| SPECIAL RESOLUTION | | FOR ^(Note 4) | AGAINST ^(Note 4) |
| 9. | To consider and approve the proposed amendments to the existing memorandum and articles of association and adoption of new memorandum and articles of association of the Company. | | |
| ORDINARY RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
| 10. | To consider and approve the adoption of the 2023 Share Award Scheme. | | |
| 11. | To consider and approve the proposed share scheme amendments to the 2019 Share Option Scheme. | | |
| 12. | To consider and approve the refreshment of the Scheme Limit of the Amended 2019 Share Options Scheme and 2023 Share Award Scheme. | | |

For the full text of the proposed resolutions, please refer to the initial notice as contained in the Company's circular dated 30 May 2023 and the supplemental notice as contained in the Company's circular dated 13 June 2023.

Signature(s) ^(Note 5) _____ Dated this _____ day of _____ 2023

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 of the Company 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).
- A member of the Company (the "Member") may appoint one (or, if he/she/it holds two or more shares in the Company, more than one) proxy of his/her/its own choice. If such an appointment is made, please insert the name and address of the person appointed as proxy in the space provided. A proxy need not be a Member but must attend the 2023 AGM in person to represent you. If more than one proxy is appointed, the original form of proxy may be photocopied for use.
- 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 or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2023 AGM other than those referred to in the Notice. If you wish to vote part of your shares for and part of your shares against the relevant resolution in the event that a poll is called, please insert the number of shares of the Company in the relevant box.
- The 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 under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the 2023 AGM, 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 is present at the 2023 AGM, 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.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited (the "Hong Kong Branch Share Registrar") at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a power of attorney or any other authority, if any, under which it is signed (or a certified copy thereof), no less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the 2023 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude Members from subsequently attending and voting in person at the 2023 AGM or any adjournment thereof (as the case may be), should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initiated by the person who signs it.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending the 2023 AGM. If a corporate Member appoints its representative to attend the 2023 AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the 2023 AGM.
- A shareholder who has already lodged the proxy form sent together with the Company's circular dated 30 May 2023 (the "First Proxy Form") should note that: (i) if no second proxy form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the 2023 AGM, including the resolution for, among other matters, to consider and approve the adoption of the 2023 Share Award Scheme and to consider and approve the proposed share scheme amendments to the 2019 Share Option Scheme, as set out in this supplemental notice of Meeting; (ii) if the second proxy form is lodged with the Company 48 hours prior to the time appointed for holding the Meeting (the "Closing Time"), the second proxy form will revoke and supersede the first proxy form previously lodged by him/her. The second proxy form will be treated as a valid proxy form lodged by the shareholder if correctly completed; and (iii) if the second proxy form is lodged with the Company after the Closing Time, the second proxy form will be invalid. However, it will revoke the first proxy form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the first proxy form or the second proxy form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if such Shareholders wish to vote at the 2023 AGM, they will have to attend in person and vote at the 2023 AGM themselves.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form.
- Your Personal Data will not be transferred to other third parties (other than the Hong Kong Branch Share Registrar) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.