



世茂集團

SHIMAO GROUP HOLDINGS LIMITED

世茂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 813)

FORM OF PROXY

FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 23 NOVEMBER 2023  
(or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of SHIMAO GROUP HOLDINGS LIMITED  
(the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** <sup>(Note 3)</sup> (the “Meeting”)  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at The Function Room 1-2, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 23 November 2023 at 11:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the proposed resolutions as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy, at his/her discretion, thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements together with the reports of the directors and the auditor of the Company for the year ended 31 December 2021.		
2.	To receive and adopt the audited consolidated financial statements together with the reports of the directors and the auditor of the Company for the year ended 31 December 2022.		
3.	(i) To re-elect Mr. Hui Wing Mau as an Executive Director of the Company.		
	(ii) To re-elect Ms. Tang Fei as an Executive Director of the Company.		
	(iii) To re-elect Mr. Xie Kun as an Executive Director of the Company.		
	(iv) To re-elect Mr. Lu Yi as a Non-executive Director of the Company.		
	(v) To re-elect Mr. Fung Tze Wa as an Independent Non-executive Director of the Company.		
	(vi) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.		
4.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to issue shares in the Company.		
6.	To grant a general mandate to the directors of the Company to buy back shares in the Company.		
7.	To extend the general mandate granted to the directors of the Company to issue shares by adding the number of shares bought back.		
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
8.	To approve and adopt the amended and restated memorandum and articles of association of the Company as set out in Appendix II to the circular of the Company dated 31 October 2023 in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of 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).
- If any proxy other than the chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**” or insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes 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 (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
- This 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- 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 of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjournment thereof (as the case may be).
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote on his/her behalf if he/she holds two or more shares. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting (or any adjournment thereof) if you so wish. In such event, this form of proxy will be deemed to have been revoked.