



**Shanyu Group Holdings Company Limited**  
**善裕集團控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8245)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD  
ON 28 MARCH 2024 (OR AT ANY ADJOURNMENT THEREOF)**

I/We, <sup>(note 1)</sup> \_\_\_\_\_,  
of \_\_\_\_\_,  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_  
ordinary share(s) of HK\$0.0125 each in the capital of **Shanyu Group Holdings Company Limited** (the “Company”) hereby appoint the  
chairman of the extraordinary general meeting of the Company, or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) to be held  
at Unit 1103-06, China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 28 March 2024 at 11:00 a.m. and at any adjournment  
thereof for the purpose of considering and, if thought fit, passing the special resolution as set out in the notice convening the EGM 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 EGM  
and/or at any adjournment thereof:

<b>ORDINARY RESOLUTION</b> <sup>(note 4)</sup>	<b>FOR</b> <sup>(note 5)</sup>	<b>AGAINST</b> <sup>(note 5)</sup>
To adopt the New Share Scheme and to terminate the existing share option scheme		

Dated this \_\_\_\_\_ day of 2024

Signature<sup>(note 6)</sup>: \_\_\_\_\_

**IMPORTANT: PLEASE READ NOTES BELOW CAREFULLY BEFORE COMPLETING THIS FORM OF PROXY**

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out “the chairman of the extraordinary general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The description of the resolution is by way of summary only. The full text appears in the notice convening the EGM.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM and/or at any adjournment thereof other than those referred to in the notice convening the EGM.
6. This form of proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
7. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the EGM or adjourned EGM, not less than forth-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
8. Where there are joint holders of any share any one of such joint holders may vote in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders wish to vote at the EGM the vote of the senior who tenders a vote, 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 of members of the Company in respect of the joint holding.
9. The notice of the EGM is set out in the Company’s circular dated 12 March 2024.

**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 EGM 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 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 and any such request should be in writing by mail to the Company/Boardroom Share Registrars (HK) Limited at the above address.