

Folangsi

FOLANGSI CO., LTD

廣州佛朗斯股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2499)

Number of shares to which this form of proxy relates ^(Note 1)	Unlisted share(s)
	H share(s)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON JUNE 14, 2024

I/We^(Note 2)

of (address)^(Note 3)

being the registered holder(s) of^(Note 4)

unlisted share(s)/H share(s) of RMB0.25 each in the share capital of FOLANGSI CO., LTD (the "Company"), hereby appoint the chairman of the meeting^(Note 5)

or

of (address)

as my/our proxy(ies) to attend the annual general meeting (the "AGM") of the Company to be held at 10:00 a.m. on Friday, June 14, 2024 at No. 999, Yayun Avenue, Shiqi Town, Panyu District, Guangzhou City, Guangdong Province, PRC, or any adjournment thereof, and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit. Unless defined otherwise, capitalized terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated April 18, 2024 (the "Circular").

ORDINARY RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries, and the report of the auditor of the Company, for the year ended December 31, 2023.			
2.	To receive, consider and approve the report of the Board of Directors of the Company for 2023.			
3.	To receive, consider and approve the report of the Supervisory Committee of the Company for 2023.			
4.	To receive, consider and approve the annual report of the Company for 2023.			
5.	To consider and approve the profit distribution plan for 2023.			
ORDINARY RESOLUTIONS		VOTING BY WAY OF CUMULATIVE VOTING ^(Note 7) (Please insert the number of votes)		
6(a).	To consider and approve the appointment of Mr. Zhou Limin as an executive Director of the Company.			
6(b).	To consider and approve the appointment of Mr. Yu Chuanfen as a non-executive Director of the Company.			
6(c).	To consider and approve the appointment of Mr. Du Lizhu as an independent non-executive Director of the Company.			
7.	To consider and approve the appointment of Ms. Liu Xiaoli as a Supervisor of the Company.			
ORDINARY RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
8.	To consider and approve the remuneration plan for the Directors and the Supervisors.			
9.	To consider and approve the proposed re-appointment of Ernst & Young as the auditors of the Company for 2024, and to authorize the Board of Directors to fix the remuneration of Ernst & Young for 2024.			
10.	To consider and approve the authorization to the Board of Directors (and any management as designated by the Board of Directors) to enter into composite credit facilities, loans and finance leasing arrangements in 2024 subject to conditions.			
SPECIAL RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
11.	To consider and approve the granting of a general mandate to the Board of Directors to, during the Relevant Period, allot, issue and deal with additional Shares not exceeding 20% of the total issued Shares of the Company as at the date of passing this resolution, and to authorize the Board of Directors to (1) make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of Shares; and (2) formulate and implement any detailed Share issuance proposal pursuant to any exercise of the general mandate.			
12.	To consider and approve the granting of a general mandate to the Board of Directors to repurchase issued Shares not exceeding 10% of the total issued Shares of the Company as at the date of passing this resolution, during the Relevant Period.			
13.	To extend the general mandate granted to the Board of Directors under resolution no. 11 by the number of Shares repurchased under resolution no. 12.			

Date: _____ day of _____ 2024.

Signature(s):^(Note 8) _____

Notes:

- Please insert the number of shares 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Please insert the full name(s) (both in English and Chinese) as recorded in the register of members of the Company in **BLOCK LETTERS**.
- Please insert address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates and delete as appropriate.
- If any proxy other than the chairman of the meeting of the Company is preferred, please strike out the words "the chairman of the meeting or" and insert the name of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IF YOU WISH TO VOTE FOR RESOLUTIONS 1 TO 5 AND 8 TO 13, PLEASE TICK (✓) IN THE BOX MARKED "FOR" BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO VOTE AGAINST ANY OF THESE RESOLUTIONS, PLEASE TICK (✓) IN THE BOX MARKED "AGAINST" BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO ABSTAIN FROM VOTING ON ANY OF THESE RESOLUTIONS, PLEASE TICK THE BOX MARKED "ABSTAIN" BESIDE THE RELEVANT RESOLUTION(S).** If you wish to vote only part of the number of Shares registered in your name(s) to which this proxy form relates, please state the exact number of Shares in lieu of a tick in the relevant box. Failure to complete any or all boxes will entitle your proxy to abstain or cast his or her votes on the relevant resolution(s) at his or her discretion. Your proxy will also be entitled to vote at his or her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting. The Shares abstained will be counted in the calculation of the required majority.
- IMPORTANT:**
 - Pursuant to the Articles of Association of the Company, voting at the meeting in respect of Resolutions No. 6(a) to No. 7 in relation to the proposed election of Directors and Supervisors (as the case may be) shall be conducted by way of cumulative voting. In respect of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplied by the number of the Director or Supervisor candidates.
 - The cumulative voting will be conducted separately by three categories of (i) the executive Directors and non-executive Directors, (ii) the independent non-executive Directors and (iii) the Supervisors, i.e. (i) for the election of the executive Directors and non-executive Directors, the total number of votes you may cast shall be equal to the number of shares held by you multiplied by the number of the proposed candidates for executive Directors and non-executive Directors, i.e. 2, and this particular allocation of votes may only be cast on the proposed executive Director and non-executive Director candidates; (ii) for the election of the independent non-executive Directors, the total number of votes you may cast shall be equal to the number of shares held by you multiplied by the number of the proposed candidates for independent non-executive Directors, i.e. 1, and this particular allocation of votes may only be cast on the proposed independent non-executive Director candidates; and (iii) for the election of Supervisors, the total number of votes you may cast shall be equal to the number of shares held by you multiplied by the number of the proposed Supervisors, i.e. 1, and this particular allocation of votes may only be cast on the proposed Supervisor candidates.
 - For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolutions No. 6(a) and No. 6(b) will be 200 votes, and this particular allocation of votes may only be cast on the proposed executive Director and non-executive Director candidates; the total number of votes you may cast in respect of Resolution No. 6(c) will be 100 votes, and this particular allocation of votes may only be cast on the proposed independent non-executive Director candidates; and the total number of votes you may cast in respect of Resolution No. 7 will be 100 votes, and this particular allocation of votes may only be cast on the proposed Supervisor candidates.
 - Within the particular allocation of votes, you may either cast all your votes to one of the proposed Director or Supervisor candidates respectively, or cast them equally or diversely to more than one of the proposed Director or Supervisor candidates. Please specify the number of votes cast for each of the candidates for Director and Supervisor in the boxes. Failure to specify the number of votes cast for each of the candidates will entitle your proxy to cast your vote at his discretion.
- Please note with particular attention that, if the total number of votes you have cast are less than or equal to the maximum number of votes you may cast in respect of that particular category, your votes shall be valid and the votes not cast shall be deemed to have been waived by you; if the total number of votes you have cast exceeds the maximum number of votes you have, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote on the relevant resolutions.
- For illustration, if you hold 100 shares and have cast 200 votes or less in respect of Resolutions No. 6(a) and No. 6(b), your votes shall be valid and the votes not cast (if any) shall be deemed to have been waived by you. However, if you have cast more than 200 votes in respect of Resolutions No. 6(a) and No. 6(b), all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote on such resolutions. Similar ruling shall also be applied to Resolutions No. 6(c) and No. 7.
- A Director or Supervisor candidate who has received favourable votes exceeding half of the number of shares carrying voting rights (i.e. the number of shares assuming cumulative voting has not been applied) represented by the shareholders attending the meeting shall be elected as a Director or Supervisor.
- This form of proxy must be in writing under the hand of a Shareholder or his/her/its attorney duly authorized in writing. If the Shareholder is a corporate body, this form of proxy must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorized attorney(s). In case of joint holders, this form of proxy must be signed by the Shareholder whose name stands first in the register of members of the Company.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarial copy of that power of attorney or other authority must be delivered to the Company's headquarters and principal place of business in China at No. 999, Yayun Avenue, Shiqi Town, Panyu District, Guangzhou City, Guangdong Province, PRC (for holders of Unlisted Shares) or the Company's H share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Thursday, June 13, 2024).
- The proxy shall produce his identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the AGM.
- You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.
- For details of the above resolutions, please refer to the Circular and the notice convening 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 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) 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 to Tricor Investor Services Limited at the 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.