



Sanxun Holdings Group Limited

三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6611)

Number of shares to which this form of proxy relates ^(Note 1)

FORM OF PROXY FOR THE 2024 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 28 JUNE 2024

I/We ^(Note 2) _____ of _____ being the registered holder(s) of shares in the issued share capital of Sanxun Holdings Group Limited 三巽控股集團有限公司 (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the 2024 annual general meeting (the “AGM”) of the Company to be held at Room 1702, Building A, Anhui Modern Intelligent Comprehensive Transportation Innovation Base northeast of the intersection of Yanzihe Road and Innovation Avenue, High tech Zone, Hefei City, Anhui Province, PRC on Friday, 28 June 2024 at 10:00 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS ^(Note 9)		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.		
2(a).	To re-elect Mr. Wang Zizhong as an executive director of the Company.		
2(b).	To re-elect Mr. Chen Sheng as an independent non-executive director of the Company.		
2(c).	To re-elect Mr. Wang Ye as an independent non-executive director of the Company.		
3.	To authorise the board of directors to fix the respective directors’ remuneration.		
4.	To re-appoint Ernst & Young as auditors 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 buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.		
6.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares or resell treasury shares (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company or resell treasury shares (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) by adding the aggregate number of the shares to be bought back by the Company.		
SPECIAL RESOLUTION ^(Note 9)			
8.	To approve the proposed amendments to the existing articles of association of the Company and adopt the third amended and restated articles of association of the Company.		

Date: _____ 2024

Signature(s) ^(Note 5) _____

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.
- Full name(s) and address to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend, speak and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. On a poll, every member who is present in person or by proxy shall have one vote for every fully paid-up share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be executed by or on behalf of the appointor. In case of a corporation, the same must be executed either under its common seal or under the hand of a duly authorised officer or attorney. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the holders stand in the Register of Members of the Company.
- In order to be valid, this form of proxy and any authority under which it is executed or a copy of the authority certified must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company’s share registrar not later than 10:00 a.m. on Wednesday, 26 June 2024.
- Deposit of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, the form of proxy shall be deemed to be revoked.
- The description of these resolutions is by way of summary only. The full text appears in the notice of the AGM of the Company dated 5 June 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 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 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 fulfil 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 the Company (send to Computershare Hong Kong Investor Services Limited at the above address or by email to zhangya@sanxungroup.com).