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Sundy Service Group Co. Ltd

宋都服务集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 9608)

SECOND PROXY FORM

Form of proxy for use by shareholders at the annual general meeting (the “Meeting”) to be convened at Conference Room, 21st Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Thursday, 29 August 2024 at 3:00 p.m.

I/We^(note a) _____
of _____
being the registered holder(s) of _____ ^(note b) shares
of US\$0.00001 each (the “Shares”) of Sundy Service Group Co. Ltd (the “Company”) hereby appoint the Chairman of the Meeting
or _____
of _____
To act for me/us as my/our proxy^(note c) at the Meeting to be held at Conference Room, 21st Floor, Caihejiaye Building, No. 19 Xintang Road, Shangcheng District, Hangzhou City, Zhejiang Province, PRC on Thursday, 29 August 2024 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below. Please make a mark with a “√” in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(note d).

	ORDINARY RESOLUTIONS ^(note k)	FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and the auditor (the “Auditor”) of the Company for the year ended 31 December 2023.		
2.	(i) To re-elect Ms. Yu Yun as an executive Director;		
	(ii) To re-elect Mr. Zhu Congyue as an executive Director;		
	(iii) To re-elect Mr. Zhang Zhenjiang as an executive Director;		
	(iv) To re-elect Ms. Ye Qian as an independent non-executive Director;		
	(v) To re-elect Mr. Zhu Haoxian as an independent non-executive Director; and		
	(vi) To re-elect Mr. Huang Enze as an independent non-executive Director.		
3.	To authorise the board of Directors of the Company (the “Board”) to fix the Directors’ remuneration.		
4.	To consider the re-appointment of CROWE (HK) CPA Limited as the Auditor and to authorise the Board to fix the remuneration of the Auditor.		
5.	To grant a general mandate to the Board to issue, allot and otherwise deal with the Company’s unissued shares.		
6.	To grant a general mandate to the Board to repurchase the Company’s shares.		
7.	To add the aggregate number of the shares repurchased by the Company to the general mandate granted to the Board to allot, issue and otherwise deal with the unissued shares under resolution no. 5.		

Date the _____ day of _____ 2024

Shareholder’s signature _____ ^(note e, f, g, h, i and j)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this second form of proxy (the “Second Proxy Form”) will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- If you wish to vote for any of the resolutions set out above, please tick (“√”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“/”) the box(es) marked “Against”. If this Second Proxy Form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- All resolutions will be put to vote by way of poll at the meeting (except those which relate purely to a procedural or administrative matter). Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorised representative), or by proxy shall have one vote for every fully paid-up Share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above.
- Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- The Second Proxy Form must be signed by you, or your attorney duly authorised in writing, or if in the case of a corporation, the Second Proxy Form must be either executed under its common seal or under the hand of an officer or attorney so authorised on that corporation’s behalf.
- To be valid, the Second Proxy Form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting (i.e. not later than 3:00 p.m. on 27 August 2024) or any adjourned Meeting.
- Any alteration made to this form should be initially by the person who signs the form.
- Completion and delivery of the Second Proxy Form will not preclude you from attending and voting at the meeting and, in such event, the Second Proxy Form shall be deemed to be revoked.
- The description of the resolutions in the Second Proxy Form is by way of summary only. Please refer to the notice of the Annual General Meeting dated 7 August 2024 as supplemented and amended by the supplemental notice dated 8 August 2024 in relation thereto (the “Supplemental Notice of AGM”) for the full text of these resolutions.
- The proxy form which was sent together with the notice of Annual General Meeting dated 7 August 2024 (the “First Proxy Form”) was despatched to the shareholders by the Company on 7 August 2024. A shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company.

IMPORTANT: A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED WITH THE COMPANY’S BRANCH SHARE REGISTRAR IN HONG KONG THE FIRST PROXY FORM SHOULD NOTE THAT:

- If no Second Proxy Form is lodged with the Company’s branch share registrar in Hong Kong, the First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting and the First Proxy Form, including the replaced proposed resolution as set out in the Supplemental Notice of AGM;
- If the Second Proxy Form is lodged with the Company’s branch share registrar in Hong Kong at or before 3:00 p.m. on Tuesday, 27 August 2024, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him or her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed; and
- If the Second Proxy Form is lodged with the Company’s branch share registrar in Hong Kong after 3:00 p.m. on Tuesday, 27 August 2024, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting and the First Proxy Form, including the proposed resolution as set out in the Supplemental Notice of AGM.