



# NATIONAL UNITED RESOURCES HOLDINGS LIMITED

## 國家聯合資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

### FORM OF PROXY

Proxy Form for use at the General Meeting ("GM")  
to be held at 11:00 a.m. on Friday, 21 January 2022 (or any adjournment thereof)

I/We <sup>(Note 1)</sup>, \_\_\_\_\_ of \_\_\_\_\_ being registered shareholder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares in the share capital of National United Resources Holdings Limited (the "Company"), hereby appoint the chairman of the GM or <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote on my/our behalf at the GM to be held at 2/F., 35-45B, Bonham Strand, Sheung Wan, Hong Kong on Friday, 21 January 2022 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice dated 31 December 2021 convening the GM (the "Notice"). I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by a "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote for or against the resolution or abstain at his/her own discretion.

Ordinary Resolutions <sup>#</sup>		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve the Share Consolidation as set out in the ordinary resolution number 1 of the Notice.		
2.	To approve, confirm and ratify the Revised Subscription Agreement (including but not limited to the allotment and issue of the Subscription Shares) and the transactions contemplated thereunder as set out in the ordinary resolution number 2 of the Notice.		
3.	To approve the Open Offer, the Underwriting Agreement, the Placing Agreement, and the transaction contemplated under the Underwriting Agreement and the Placing Agreement as set out in the ordinary resolution number 3 of the Notice.		
4.	To approve, confirm and ratify the Debt Restructuring Agreements (including but not limited to the allotment and issue of the Creditors Shares) and the transactions contemplated thereunder as set out in the ordinary resolution number 4 of the Notice.		
5.	(a) To confirm and ratify the appointment of the following candidates as Directors as set out in the ordinary resolution number 5(a) of the Notice:		
	(i) Mr. Ji Kaiping as an executive Director.		
	(ii) Mr. Guo Peiyuan as an executive Director.		
	(iii) Mr. An Jingwen as a non-executive Director.		
	(iv) Mr. Li Wen as an independent non-executive Director.		
	(v) Mr. Qiu Ke as an independent non-executive Director.		
	(vi) Ms. Chen Yen Yung as an independent non-executive Director.		
	(b) To authorise the Board to fix the remuneration of the Directors as set out in the ordinary resolution number 5(b) of the Notice.		
6.	To approve, confirm and ratify the audited financial statements of the Company and its subsidiaries for the years ended 31 December 2016, 2017, 2018, 2019 and 2020 respectively and the reports of the Directors and the auditors of the Company as set out in the ordinary resolution number 6 of the Notice.		
Special Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
7.	To approve the Whitewash Waiver as set out in the special resolution number 7 of the Notice.		

# Please refer to the Notice for the full text of the resolutions. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Notice.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature <sup>(Note 5)</sup>: \_\_\_\_\_

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your names.
- If any proxy other than the Chairman of the GM is preferred, strike out "the chairman of the GM 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 WHO SIGNS IT.** A shareholder may appoint one or more proxies to attend the GM and vote for him/her. The proxy need not be a member of the Company but must attend the GM in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the GM other than those referred to in the notice convening the GM.
- This form 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 its duly authorised attorney(s) to it or other person duly authorised to sign.
- To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not less than 48 hours before the time appointed for the holding of the GM or any adjournment of it (as the case may be).

#### 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 GM of the Company ("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 by mail to the Company/Tricor Abacus Limited at the above address.