

首程控股

SHOUCHENG HOLDINGS

首程控股有限公司 SHOUCHENG HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 697)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 25 MAY 2023 AND ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
("Shares") in the share capital of Shoucheng Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**, or³
_____ of _____
or failing him/her _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 25 May 2023 at Shougang Qiaomengyuan, 68 Shijingshan Road, Shijingshan District, Beijing, China (and at any adjournment thereof) (the "Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the "AGM Notice") and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited financial statements together with the reports of the directors and the independent auditor for the year ended 31 December 2022.		
2.	To declare a final dividend for the year ended 31 December 2022.		
3.	(a) To re-elect Dr. Wang Xin as an independent non-executive director of the Company.		
	(b) To re-elect Ms. Zhuge Wenjing as an independent non-executive director of the Company.		
4.	To appoint Mr. Peng Jihai as a non-executive director of the Company.		
5.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the directors of the Company to fix the auditor's remuneration.		
6.	To pass resolution no. 6 of the AGM Notice – to give a general mandate to the directors of the Company to allot, issue and dispose of shares of the Company not exceeding 20% of the existing total number of shares of the Company in issue.		
7.	To pass resolution no. 7 of the AGM Notice – to give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the existing total number of shares of the Company in issue.		
8.	To pass resolution no. 8 of the AGM Notice – to add, conditional upon the passing of resolution no. 7 above, the total number of shares of the Company bought back to the general mandate given to the directors of the Company to allot shares of the Company.		

Signature⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out "the chairman of the meeting, 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.**
- IMPORTANT:** If you wish to vote for a resolution, please tick in the box marked "For". If you wish to vote against a resolution, please tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the AGM Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrar of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (i.e., at or before 10:00 a.m. on Tuesday, 23 May 2023 (Hong Kong Time)), or any adjournment thereof (as the case may be).
- In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.

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 Meeting 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 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 Tengis Limited at the above address.