



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 GENERAL MEETING  
TO BE HELD ON 27 JANUARY 2025 AND ANY ADJOURNMENT THEREOF

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares ("Shares") in the share capital of Shoucheng Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the general meeting of the Company to be held at 10:00 a.m. on Monday, 27 January 2025 at Conference Room 901, Building 2, West 10th Winter Olympic Square, Liaocang Road, Shougang Park, No. 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 resolution as set out in the notice convening the Meeting (the "Notice") and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolution 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 RESOLUTION <sup>4</sup>		FOR <sup>5</sup>	AGAINST <sup>5</sup>
1.	(a) To approve, confirm and ratify the Sale and Purchase Agreement (as defined in the circular of the Company dated 11 January 2025 (the "Circular")) and the Proposed Restructuring (as defined in the Circular) contemplated thereunder; and  (b) To authorize any one director of the Company ("Director"), or any two Directors or two other persons authorized by the board of Directors if the affixation of the common seal is necessary, to do all such further acts and things and to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Sale and Purchase Agreement and the Proposed Restructuring contemplated thereunder and, subject to and in accordance with the applicable laws and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating thereto in the interests of the Company and its shareholders as a whole.		

Signature<sup>6</sup>: \_\_\_\_\_

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.**
- Full text of the resolution(s) appears in the Notice incorporated in the Circular.
- 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 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 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 (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting (i.e., at or before 10:00 a.m. on Friday, 24 January 2025 (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 joint holders are present at the Meeting, either personally or by proxy, the joint registered holder 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 shareholder 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.