

**SHEN YOU HOLDINGS LIMITED**  
**申酉控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8377)**

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 10 MAY 2019**

Number of shares to which this form of proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of SHEN YOU HOLDINGS LIMITED (the “Company”), HEREBY APPOINT the Chairman of the meeting *(Note 3)* of the Company, or \_\_\_\_\_ (name) of \_\_\_\_\_

\_\_\_\_\_ (address) as my/our proxy to attend, speak, act and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) (or at any adjournment thereof) to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 10 May 2019 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at such AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

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

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the respective reports of the directors (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2018.		
2.	(a) (i) To re-elect Mr. Wong Kwok Wai, Albert as an executive Director;		
	(ii) To re-elect Mr. Yu Miaogen as an executive Director;		
	(iii) To re-elect Mr. Gao Biao as a non-executive Director;		
	(iv) To re-elect Mr. Shi Guixiang as non-executive Director;		
	(v) To re-elect Dr. Yeung Ngai Man, John as an independent non-executive Director; and		
	(vi) To re-elect Mr. Sung Alfred Lee Ming as an independent non-executive Director.		
	(vii) To re-elect Mr. Zhang Guofu as an independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
4.	To re-appoint Ernst & Young as the independent auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company, not exceeding 10% of the total number of the issued shares of the Company as at the date of this resolution.*		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company, not exceeding 20% of the total number of issued shares of the Company as at the date of this resolution.*		
7.	To extend the general mandate granted to the Directors to allot and issue additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.*		

\* Please refer to the Notice of the Meeting for the full text of the resolutions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019. Signature(s) *(Note 5)* \_\_\_\_\_

**Notes:**

1. Please insert the number of shares registered in your name(s). 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.
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. 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 shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of him and a proxy so appointed shall have the same powers on behalf of the shareholder of the Company which a proxy represent. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **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”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy shall be in writing under the hand of the appointor or of his/her attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
6. 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 stand in the register of members of the Company.
7. 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 certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude a member from attending and voting of the AGM if he/she/it so wishes.

**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 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) or address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies’) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at the above address.