

SHEN YOU HOLDINGS LIMITED

申酉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8377)

SECOND PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 26 JUNE 2020

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 Unit 1103-06, China Building, 29 Queen's Road Central, Hong Kong on Friday, 26 June 2020 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 2019.		
2.	(a) (i) To re-elect Mr. Wong Kwok Wai, Albert as an executive Director;		
	(ii) To re-elect Mr. Chan Yiu Tung, Enoch as an executive Director;		
	(iii) To re-elect Mr. Gao Biao as a non-executive Director;		
	(iv) To re-elect Dr. Yeung Ngai Man, John as an independent non-executive Director;		
	(v) To re-elect Mr. Sung Alfred Lee Ming as an independent non-executive Director;		
	(vi) To re-elect Mr. Zhang Guofu as an independent non-executive Director;		
	(vii) To re-elect Mr. Leung King Yue, Alex as an executive Director;		
	(viii) To re-elect Mr. Chan Tsun Choi, Arnold as an independent non-executive Director; and		
	(ix) To re-elect Mr. Chow Chin Hang, Joel 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 _____, 2020. Signature(s) *(Note 5)* _____

Notes:

- 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.
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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.
- 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.
- 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.**
- 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.
- Attention: A Shareholder who has not yet lodged the proxy form for the AGM enclosed with the notice of the AGM dated 31 March 2020 (the "First Proxy Form") with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "Share Registrar") is requested to lodge this second proxy form (the "Second Proxy Form") in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (the "Closing Time") if he/she/it wishes to appoint proxy/proxies to attend the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.
- Attention: A Shareholder who has lodged the First Proxy Form with the Share Registrar should note that:**
 - if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of Mr. Leung King Yue, Alex, Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel as Directors as set out in the Supplemental AGM Notice and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her/it. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed; and
 - if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.
- 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.