

SHEN YAO HOLDINGS LIMITED

(Registered in the Republic of Singapore)
(Company Registration Number: 202042117W)

PROXY FORM - ANNUAL GENERAL MEETING

IMPORTANT

1. The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of AGM will not be dispatched to members. Instead, the Notice of AGM, the Annual Report of the Company for the financial year ended 30 June 2021 ("Annual Report") and this proxy form will be sent to members by electronic means via publication on (i) the Company's website at the URL <https://www.shenyaholdings.com/> and (ii) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Notice of AGM.
3. As a precautionary measure due to the current Covid-19 situation in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.
4. CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 9.00 a.m. on 18 November 2021, being 7 working days before the date of the AGM.

I/We, _____ NRIC/ Passport/ Co. Reg. No. _____

of _____ (Address)

being a member/members of SHEN YAO HOLDINGS LIMITED (the "Company") hereby appoint the Chairman of the Annual General Meeting ("AGM") of the Company as my/our proxy to attend and vote for me/us on my/our behalf at the AGM of the Company to be held by way of electronic means, on Tuesday, 30 November 2021 at 9.00 a.m., and at any adjournment thereof.

I/We direct the Chairman of the AGM as my/our proxy to vote for or against, or to abstain from voting on, the resolutions to be proposed at the AGM as indicated hereunder.

(Voting will be conducted by poll. Please indicate with an "X" in the relevant spaces provided if you wish to cast all your shares "For" or "Against" or "Abstain" from voting on the resolutions as set out in the Notice of the AGM. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the AGM as your proxy to abstain from voting on a resolution, please indicate with an "X" in the Abstain box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the AGM as your proxy is directed to abstain from voting in the Abstain box provided in respect of that resolution. **In the absence of specific directions, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.**)

		No. of votes For	No. of votes Against	No. of votes Abstain
	Ordinary Resolutions			
	Ordinary Business			
1.	To receive, consider and adopt the Consolidated Financial Statements for the financial year ended 30 June 2021 and the Directors' Statement and the Auditors' Report thereon.			
2.	To approve the payment of Directors' fees of S\$240,000.00 for the financial year ending 30 June 2022, payable quarterly in arrears. (Financial year ended 30 June 2021: S\$243,838.71)			
3.	To re-elect Mr Sun Shu retiring pursuant to Regulation 99 of the Company's Constitution.			
4.	To re-elect Mr Zhan Shu retiring pursuant to Regulation 99 of the Company's Constitution.			
5.	To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration.			
	Special Business			
6.	To authorise the Directors to allot/issue new shares in the capital of the Company.			
7.	To authorise the Directors to offer and grant awards in accordance with the provisions of the Shen Yao Performance Share Plan 2021, and to allot/issue new shares pursuant to the vesting of share awards under the Shen Yao Performance Share Plan 2021.			

Dated this _____ day of _____ 2021

Total number of Shares

Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. As a precautionary measure due to the current Covid-19 situation in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM is available on (i) the Company's website at the URL <https://www.shenyaoholdings.com/> and (ii) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
4. CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 9.00 a.m. on 18 November 2021, being 7 working days before the date of the AGM.
5. The Chairman of the AGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the AGM as proxy that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the registered office of the Company's Share Registrar at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com.in either case, not less than seventy-two (72) hours before the time set for holding the AGM or at any adjournment thereof and in default the instrument of proxy shall not be treated as valid.
7. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
8. In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
9. Any alteration made to the instrument appointing the Chairman of the AGM should be initialled by the person who signs it.

General: The Company shall be entitled to reject an instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the instrument. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument appointing the Chairman of the AGM as proxy if the member, being the appointer, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy: By submitting an instrument appointing the Chairman of the AGM as proxy, the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 15 November 2021.