

SHEN YAO HOLDINGS LIMITED

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

PROXY FORM – ANNUAL GENERAL MEETING

IMPORTANT

- The Annual General Meeting (“AGM”) is being convened and will be held by way of 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 this Notice of AGM, the Annual Report of the Company for the financial year ended 30 June 2022 (“Annual Report”) and the proxy form will not be dispatched to members. Instead, this Notice of AGM, Annual Report and the proxy form will be published 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>.
- Alternative arrangements relating to:
 - participation in 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 or “live” at the AGM, and
 - voting at the AGM (i) “live” by the members or his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on the member’s behalf at the AGM are set out in the Notice of AGM.
- To keep physical interactions and COVID-19 transmission risk to a minimum, a member will not be able to attend the AGM in person. The AGM will be conducted virtually. A member who wishes to exercise his/her/its voting rights at the AGM may:**
 - (where the member is an individual) vote “live” via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote “live” via electronic means at the AGM on his/her/its behalf, or**
 - (whether the member is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.**
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of a proxy(ies).**
- 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 4.00 p.m. on 18 October 2022, being 7 working days before the date of the AGM.
- By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 October 2022.

I/We, _____ (Name) _____ (NRIC/Passport/Co. Reg. No.)

of _____ (Address)

being a member/members of SHEN YAO HOLDINGS LIMITED (the “Company”) hereby appoint

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

or if no proxy is named, the Chairman of the AGM of the Company as my/our proxy/proxies 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 Friday, 28 October 2022 at 4.00 p.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.**)

Ordinary Resolutions	No. of votes For	No. of votes Against	No. of votes Abstain
Ordinary Business			
1. To receive, consider and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2022 and the Auditors’ Report thereon.			
2. To approve the additional payment of Directors’ fees of S\$12,000.00 for the financial year ended 30 June 2022.			
3. To approve the payment of Directors’ fees of up to S\$264,000.00 for the financial year ending 30 June 2023. (Financial year ended 30 June 2022: S\$252,000.00)			
4. To re-elect Mr Yao Yilun, a Director retiring by rotation in accordance with Regulation 99 of the Company’s Constitution.			
5. To re-elect Mr Jeffrey Pang Kee Chai, a Director retiring by rotation in accordance with Regulation 99 of the Company’s Constitution.			
6. To re-appoint Messrs Baker Tilly TFW LLP as Auditors and to authorise the Directors to fix their remuneration.			
Special Business			
7. To authorise the Directors to issue new shares, and to make or grant instruments convertible into shares in the capital of the Company, pursuant to Section 161 of the Companies Act 1967.			
8. To authorise the Directors to offer and grant awards in accordance with the provisions of the Shen Yao Performance Share Plan 2021, and to issue new shares, pursuant to the Shen Yao Performance Share Plan 2021.			

Dated this _____ day of _____ 2022

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 2001 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. **To keep physical interactions and COVID-19 transmission risk to a minimum, a member will not be able to attend the AGM in person. A member who wishes to exercise his/her/its voting rights at the AGM may:**
 - (a) **(where the member is an individual) vote “live” via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote “live” via electronic means at the Annual General Meeting on his/her/its behalf, or.**
 - (b) **(whether the member is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf 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. 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, lodged at the registered office of the Company at 9 Temasek Boulevard, #24-01 Suntec Tower Two, Singapore 038989 or the office of the Company's Share Registrar at 77 Robinson Road, 06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, via email to the Company's Share Registrar at main@zicoholdings.com.

in each case, not less than seventy-two (72) hours before the time appointed for holding the AGM or at any adjournment thereof and in default the instrument of proxy shall not be treated as valid.

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.

Members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email.

5. CPF and SRS investors:
 - (a) may vote “live” via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM in which case they should approach their CPF Agent Banks or SRS Operators to submit their votes by 4.00 p.m. on 18 October 2022, being 7 working days before the date of the AGM.
6. A proxy need not be a member of the Company.
7. 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 13 October 2022.