

**SHEN YAO HOLDINGS LIMITED**

(Company Registration Number: 202042117W)

(Registered in the Republic of Singapore)

**PROXY FORM  
EXTRAORDINARY  
GENERAL MEETING****IMPORTANT:**

- The Extraordinary General Meeting of the Company ("EGM") will be held in a wholly physical format, on 9 April 2026 at 3.45 p.m (Singapore Time). There will be no option for Shareholders to participate virtually or by electronic means.
  - Relevant intermediary as defined under Section 181 of the Companies Act 1967 of Singapore is entitled to appoint not more than two (2) proxies to participate and vote at the EGM.
  - Unless otherwise defined, all capitalised terms used herein shall have the same meanings ascribed to them in the Company's circular dated 25 March 2026.
- For investors who have used their Supplementary Retirement Scheme monies to buy Shares in the Company (the "SRS Investors"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
 

SRS investors:

  - may vote at the EGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective or SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM in which case they should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM, i.e., by 3.45 p.m. (Singapore Time) on 30 March 2026, to allow sufficient time for their respective relevant intermediaries to, in turn, submit a Proxy Form to appoint the Chairman of the Meeting to vote on their behalf.

I/We,\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration No.)  
of \_\_\_\_\_ (Address)

being a member/members\* of Shen Yao Holdings Limited (the "Company") hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons referred to above, the Chairman of the Extraordinary General Meeting ("EGM" or the "Meeting") as my/our\* proxy to attend, speak and vote for me/us\* on my/our\* behalf at the EGM to be held on 3.45 p.m. (Singapore Time) on 9 April 2026 at 11 Eunos Road 8, Lifelong Learning Institute, Singapore 408601, Training Room 1-2 and at any adjournment thereof.

I/We\*direct my/our\* proxy to vote for or against or abstain from voting on the Resolution to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies\* (except where the Chairman of the Meeting is appointed) will vote or abstain from voting at his/her/their\* discretion. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting for that resolution will be treated as invalid.**

Please indicate with a "✓" in the space provided below to exercise your vote "For" or "Against", or "Abstain" from voting on, the resolution as set out in the Notice of EGM dated 25 March 2026. Alternatively, please indicate the number of Shares as appropriate.

The Resolution put to the EGM will be decided by way of a poll.

No.	Resolution	Number of votes		
		For	Against	Abstain
1	Proposed Change of Auditors from Baker Tilly TFW LLP to CLA Global TS Public Accounting Corporation			

Please note that the short description given above of the resolution to be passed does not in any way whatsoever reflect the intent and purpose of the resolution. The short description has been inserted for convenience only. Shareholders of the Company are encouraged to refer to the Notice of EGM dated 25 March 2026 for the full purpose and intent of the resolution to be passed.

Dated this \_\_\_\_\_ day of \_\_\_\_\_.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal of Corporate Member(s)

\* Delete where inapplicable

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



## NOTES FOR PROXY FORM

1. For this EGM, members of the Company (including relevant intermediaries) may vote by way of this Proxy Form appointing the Chairman of the Meeting to vote in accordance with the Proxy Form or by their duly appointed proxies as set out in the Notice of EGM.
2. Please insert the total number of Shares held by you: (a) 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; (b) if you have Shares registered in your name in the Register of Members of the Company, you should insert that number; (c) if you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members of the Company, you should insert the aggregate of the numbers. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
3. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares held by the member and any second named proxy as an alternate to the first named.
4. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
5. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
6. A proxy need not be a member of the Company.
7. The instrument appointing a proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
8. The duly executed Proxy Form must be submitted to the Company in the following manner:
  - (a) by post to the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or
  - (b) if submitted electronically, be submitted via email to [main@zicoholdings.com](mailto:main@zicoholdings.com),in any case no later than seventy-two (72) hours before the time and date fixed for the EGM, being 3.45 p.m. (Singapore Time) on 6 April 2026 and falling which, the Proxy Form will not be treated as valid.
9. By submitting this Proxy Form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 25 March 2026.
10. The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly obtained, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this form of proxy. In addition, in the case of members whose Shares entered against their names in the Depository Register, the Company may reject any instrument appointed or treated as appointing a proxy(ies) lodged if such members, being the appointer, are not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.