



申萬宏源集團股份有限公司
SHENWAN HONGYUAN GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6806)

**FORM OF PROXY OF HOLDERS OF H SHARES
FOR USE AT THE 2024 FIRST EXTRAORDINARY GENERAL MEETING
OR ANY ADJOURNMENT THEREOF TO BE HELD ON OCTOBER 22, 2024**

Number of H Shares in connection with this proxy form ^(Note 1)	
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I/We ^(Note 2) _____, of _____ being the registered holder(s) of _____ H Shares of Shenwan Hongyuan Group Co., Ltd. (the "Company"), hereby designate ^(Note 3) _____ of _____, or failing him/her/it, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the 2024 first extraordinary general meeting (the "EGM") of the Company to be held at 2:30 p.m. on Tuesday, October 22, 2024 at the Company's conference room, No. 19, Taipingqiao Street, Xicheng District, Beijing, the PRC and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by a "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolutions at his/her/its own discretion. Unless otherwise indicated, the capitalized terms used herein shall have the same meaning as those defined in the notice of EGM of the Company dated September 30, 2024.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To consider and approve the Resolution regarding the 2024 Interim Profit Distribution Plan of the Company			
2.	To consider and approve the Resolution regarding the Engagement of Accounting Firms for Annual Audit of the Company for 2024			
3.	To consider and approve the Resolution regarding the Election of Non-independent Directors of the Sixth Session of the Board of Directors of the Company	The cumulative poll method shall be adopted for voting on the resolution ^(Note 5)		
3.1	To consider and approve the election of Mr. Liu Jian as an executive Director of the sixth session of the Board of Directors of the Company			
3.2	To consider and approve the election of Mr. Huang Hao as an executive Director of the sixth session of the Board of Directors of the Company			
3.3	To consider and approve the election of Mr. Zhu Zhilong as a non-executive Director of the sixth session of the Board of Directors of the Company			
3.4	To consider and approve the election of Ms. Zhang Ying as a non-executive Director of the sixth session of the Board of Directors of the Company			
3.5	To consider and approve the election of Mr. Shao Yalou as a non-executive Director of the sixth session of the Board of Directors of the Company			
3.6	To consider and approve the election of Mr. Xu Yixin as a non-executive Director of the sixth session of the Board of Directors of the Company			
4.	To consider and approve the Resolution regarding the Election of Independent Non-executive Directors of the Sixth Session of the Board of Directors of the Company	The cumulative poll method shall be adopted for voting on the resolution ^(Note 5)		

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
4.1	To consider and approve the election of Ms. Yeung Siuman Shirley as an independent non-executive Director of the sixth session of the Board of Directors of the Company			
4.2	To consider and approve the election of Mr. Wu Changqi as an independent non-executive Director of the sixth session of the Board of Directors of the Company			
4.3	To consider and approve the election of Mr. Chen Hanwen as an independent non-executive Director of the sixth session of the Board of Directors of the Company			
4.4	To consider and approve the election of Mr. Zhao Lei as an independent non-executive Director of the sixth session of the Board of Directors of the Company			
5.	To consider and approve the Resolution regarding the Election of Non-employee Representative Supervisors of the Sixth Session of the Board of Supervisors of the Company	The cumulative poll method shall be adopted for voting on the resolution <i>(Note 5)</i>		
5.1	To consider and approve the election of Mr. Fang Rongyi as a non-employee representative Supervisor of the sixth session of the Board of Supervisors of the Company			
5.2	To consider and approve the election of Ms. Chen Yan as a non-employee representative Supervisor of the sixth session of the Board of Supervisors of the Company			
5.3	To consider and approve the election of Mr. Zou Zhijun as a non-employee representative Supervisor of the sixth session of the Board of Supervisors of the Company			

Date: _____

Signature(s) *(Note 6)*: _____

Notes:

- Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this proxy form will be deemed to relate to all the H Shares of the Company registered in your name(s).
- Please insert your full name(s) and address(es) as registered in the Company's H Share register of members in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the EGM will act as your proxy. A Shareholder may designate one or more proxies to attend and vote at the meeting on his/her/its behalf. The proxy need not be a Shareholder of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAINED" (SUCH ABSTAINED VOTES WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY OF THE RESOLUTION).** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote or abstain at his/her/its discretion. Your proxy will also be entitled to vote or abstain at his/her/its discretion on any resolution properly proposed to the meeting other than those referred to in the notice for the meeting.
- The cumulative poll method shall be adopted for the resolutions 3 to 5. Please indicate by inserting the number of votes in the space provided as to how you wish your votes to be cast. The number of votes each Shareholder is entitled to shall be equal to the number of Shares with voting rights held by him/her multiplied by the number of Directors or Supervisors to be elected, and Shareholders may allocate his/her votes arbitrarily to candidates to the extent of the number of Directors or Supervisors to be elected (he/she can allocate no vote to any candidate) provided that the total number of votes allocated shall not be more than the number of votes he/she is entitled to.
- This proxy form shall be signed by you, or your attorney duly authorized in writing or, in the case of a corporation as a Shareholder, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s). In case of joint holders of the Shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
- H Shareholders are required to return the proxy form or the notarized power of attorney or any other authorization documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.
- In case of joint shareholders and if more than one joint shareholder in person or by proxy attend the meeting, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted as the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.
- Shareholders or their proxies attending the EGM shall produce their identity documents.