



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)

**REVISED 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 revised 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		VOTE		
		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, please fill in the number of shares voted ^(Note 5) A total of six non-independent Directors to be elected		
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, please fill in the number of shares voted ^(Note 5) A total of four independent non-executive Directors to be elected		
4.1	To consider and approve the election of Ms. Yeung Suman Shirley as an independent non-executive Director of the sixth session of the Board of Directors of the Company			

ORDINARY RESOLUTIONS		VOTE
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, please fill in the number of shares voted ^(Note 5) A total of three non-employee representative Supervisors to be elected
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:

Notice: You are advised to refer to the circular and notice of the EGM of the Company dated September 30, 2024 before appointing a proxy.

- Please insert the number of H Shares registered in your name(s) to which this revised form of proxy relates. If the number is inserted, this revised form of proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this revised 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 revised 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 revised 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 revised 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 revised 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 revised 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.
- As the proxy form published together with the circular and notice of the EGM of the Company dated September 30, 2024 (the "**Original Proxy Form(s)**") has been revised, this revised proxy form has been published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Company at www.swhygh.com, and will be dispatched to the H shareholders of the Company by means of receipt of corporate communications elected by the H Shareholders of the Company. The Original Proxy Forms received by all H Shareholders shall be deemed invalid. H Shareholders are required to complete this revised proxy form in accordance with the instructions printed thereon and return it no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof if he or she wishes to appoint a proxy to attend the EGM on his/her behalf but has not yet lodged the Original Proxy Form. In this case, H Shareholders shall not lodge the Original Proxy Form to the Company. Any H Shareholder who has lodged the Original Proxy Form to the Company shall also complete this revised proxy form in accordance with the instructions printed thereon and return it no later than 24 hours before the time appointed for convening the EGM or any adjournment thereof.
- If the Original Proxy Form and this revised proxy form have been already completed and signed and returned to the Company's H Share registrar 24 hours before the time appointed for convening the EGM or any adjournment thereof, this revised proxy form, if duly completed, will be deemed as the valid proxy form lodged by the H Shareholder. If the Original Proxy Form has been already returned to the Company's H Share registrar 24 hours before the time appointed for convening the EGM or any adjournment thereof, but this revised proxy form has not been returned to the Company's H Share registrar 24 hours before the time appointed for convening the EGM or any adjournment thereof, or if this revised proxy form has been already returned to the Company's H Share registrar after 24 hours before the time appointed for convening the EGM or any adjournment thereof, or this revised proxy form became invalid due to any reason, the Original Proxy Form, even though duly completed and signed, and/or the revised proxy form, even though duly completed and signed, will be deemed as invalid. In this case, the proxy appointed by the H Shareholder according to the Original Proxy Form and/or this revised proxy form shall not be entitled to vote at the EGM or any adjournment thereof.