



Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

Form of Proxy for use at the Annual General Meeting to be held on Thursday, 25 May 2023

I/We, ^(Note 1) _____ of _____ being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.01 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 4) or _____ of _____ as my/our proxy to attend the annual general meeting (the "Annual General Meeting") (and any adjourned meeting) of the Company to be held at 9A, Tower B, Tongfang Information Harbor, 11 Langshan Road, Nanshan District, Shenzhen, the People's Republic of China on Thursday, 25 May 2023 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR <small>(Notes 5 & 6)</small>	AGAINST <small>(Notes 5 & 6)</small>
1.	To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2022.		
2.	To re-elect Mr. Wu Xiaohua as an executive director of the Company.		
3.	To re-elect Mr. Shi Bianchao as an executive director of the Company.		
4.	To re-elect Dr. Wu Fu-Shea as a non-executive director of the Company.		
5.	To re-elect Ms. Zhao Yue as a non-executive director of the Company.		
6.	To re-elect Dr. Chen Wei as an independent non-executive director of the Company.		
7.	To re-elect Mr. Yang Haifeng as an independent non-executive director of the Company.		
8.	To re-elect Ms. Dan Xi as an independent non-executive director of the Company.		
9.	To authorise the board of directors of the Company to fix the respective directors' remuneration.		
10.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix the auditor's remuneration.		
11.	<p>"THAT</p> <p>(a) the subscription agreements (the "Subscription Agreements") dated 19 March 2023 (a copy of which is tabled at the Annual General Meeting and marked "A" and signed by the chairman of the Annual General Meeting for identification purpose) entered into between the Company and no less than 6 subscribers (the "Subscribers") and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 175,500,000 new shares of the Company (the "Subscription Shares") to the Subscribers, be and is hereby approved, confirmed and ratified;</p> <p>(b) subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the 175,500,000 Subscription Shares, the directors of the Company (the "Directors") be and are hereby granted the specific mandate (the "Specific Mandate") which shall entitle the Directors to exercise all the powers of the Company to issue and allot 175,500,000 Subscription Shares to the Subscribers, on and subject to the terms and conditions of the Subscription Agreements entered into between the Company and the Subscribers, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised, on behalf of the Company, to do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreements entered into between the Company and the Subscribers and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole."</p>		
12.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution (the "Buyback Mandate").		
13.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution (the "Issuance Mandate").		
14.	Conditional upon the passing of resolutions nos. 12 and 13, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company under the Buyback Mandate.		
15.	<p>"THAT the existing articles of association of the Company be amended in the manner as set out in the circular of the Company dated 24 April 2023 (the "Circular") and the amended and restated articles of association of the Company in the form of the document marked "B" and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the new amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that the directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the amended and restated articles of association of the Company, including but not limited to authorizing any of the directors, company secretary or assistant company secretary of the Company to deal with all necessary filings in Hong Kong and the Cayman Islands in connection with the foregoing."</p>		

Dated this _____ day of _____, 2023. Signature ^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:00 p.m. on Tuesday, 23 May 2023) or the adjourned meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the annual general meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.