



山高控股集團有限公司

SHANDONG HI-SPEED HOLDINGS GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

PROXY FORM

Form of proxy for special general meeting of the Company to be held on Tuesday, 24 December 2024 (or any adjournment thereof)

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____ ordinary shares
of HK\$0.001 each in the capital of Shandong Hi-Speed Holdings Group Limited (the “Company”), HEREBY APPOINT^(note 3) the
chairman of the special general meeting or^(note 4) _____
of _____

as my/our proxy to act for me/ us at the special general meeting of the Company to be held at Conference Room, 38/F, The Center, 99 Queen’s Road Central, Central, Hong Kong, on Tuesday, 24 December 2024 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION*		FOR ^(note 5)	AGAINST ^(note 5)
1.	<p>THAT:</p> <p>(a) the terms and conditions of the Sale and Purchase Agreement as defined and described in the circular of the Company dated 9 December 2024 (the “Circular”), a copy of the Sale and Purchase Agreement marked “A” together with a copy of the Circular marked “B” being tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith, including the acquisition of Sale Shares, be and hereby approved, ratified and confirmed;</p> <p>(b) the authorisation to any one of the Directors, or any other person authorised by the Board from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or she or they may in his or her or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the Sale and Purchase Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Sale and Purchase Agreement or the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(c) Subject to and upon the Completion making of the Offers to acquire all the Offer Shares and to cancel all the Offer Options by Huatai Financial, on behalf of the Company in compliance with the Takeovers Code be and is hereby approved; and</p> <p>(d) the Directors be and are hereby authorised to execute all such other documents and agreements and to do all such acts or things for and on behalf of the Company as they may consider appropriate or desirable relating to or in connection with the matters contemplated in and for completion of the Offers.</p>		

* Details of the above resolution are set out in the circular dated 9 December 2024 (the “Circular”) and the notice of the SGM dated 9 December 2024 of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

Date: _____ day of _____ 2024

Signature(s)^(note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the share(s) in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. 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(s) who sign(s) it.
4. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
5. Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish your proxy to vote on your behalf. If the form is returned duly signed, but without any indication, your proxy will vote for or against the resolutions, or will abstain, at his discretion.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or not be treated as valid.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose names any share stands shall for such purpose be deemed joint holders thereof.

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 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/Computershare Hong Kong Investor Services Limited at the above address.