

Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, 24 APRIL 2024 AT 11:00 A.M. (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of¹ _____
being the registered holder(s) of² _____ shares of HK\$0.1 each in the share capital
of Guoen Holdings Limited (the “Company”) HEREBY APPOINT³ _____
of _____
or failing him/her, the chairman of the EGM (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the extraordinary
general meeting (or any adjournment thereof) of the Company (the “EGM”) to be held at Unit 1201 & 16, 12/F, Two Harbour Square, No. 180 Wai Yip
Street, Kwun Tong, Hong Kong on Wednesday, 24 April 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set
out in the notice convening the EGM and at the EGM (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions
as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTION | | FOR ⁴ | AGAINST ⁴ |
|---------------------|--|------------------|----------------------|
| 1. | To approve the Share Consolidation and to authorise any one director of the Company to do all things necessary for implementation of the aforesaid. | | |
| SPECIAL RESOLUTION | | FOR ⁴ | AGAINST ⁴ |
| 2. | To approve, subject to and conditional upon the passing of the resolution numbered 1, the Capital Reduction and the Sub-division, and to authorise any one director of the Company to do all things necessary for implementation of the aforesaid. | | |
| ORDINARY RESOLUTION | | FOR ⁴ | AGAINST ⁴ |
| 3. | To approve, subject to and conditional upon the passing of the resolutions numbered 1 and 2, the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, and to authorise any one director of the Company to do all things necessary for implementation of the aforesaid. | | |

Dated this _____ day of _____ 2024

Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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).
- 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. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any amendment to the resolutions referred to in the notice convening the EGM which has been properly put to the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Hong Kong’s branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the appointed time for holding the EGM or any adjournment thereof.
- Completion and return of this form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited.

The description of the resolutions in this form is by way of summary only. Please refer to the notice of EGM dated 2 April 2024.