

# Baiying Holdings Group Limited

## 百應控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8525)

### Form of Proxy for the Annual General Meeting to be held on Wednesday, 28 June 2023

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
share(s) (the “Share(s)”) of HK\$0.01 each in the capital of Baiying Holdings Group Limited (the “Company”), hereby appoint <sup>(Note 3)</sup> the chairman of the meeting, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting of the Company (“AGM”) to be held at the Company’s headquarters and principal place of business in the PRC, Unit 2, 18/F, No. 77 Tai Nan Road, Siming District, Xiamen City, Fujian Province, the PRC at 10:00 a.m. on Wednesday, 28 June 2023 and at any adjournment thereof on the following resolutions as indicated or, if no such indication given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors (the “Director(s)”) and the auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect the following retiring Directors:		
	(i) Mr. Huang Dake as an executive Director.		
	(ii) Mr. Chen Chaolin as an independent non-executive Director.		
	(iii) Mr. Xie Mianbi as an independent non-executive Director.		
	(b) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
3.	To appoint Messrs. Moore Stephens CPA Limited as the auditor of the Company and to authorise the Board to fix the auditor’s remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares.		
5.	To grant a general mandate to the Directors to repurchase the Shares.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by adding the number of Shares repurchased by the Company.		
SPECIAL RESOLUTION <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
7.	To approve the proposed amendments to the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company and to adopt the second amended and restated memorandum of association and the second amended and restated articles of association of the Company.		

Date: \_\_\_\_\_ 2023

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, please strike out the words “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM 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 A RESOLUTION, PLEASE TICK “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK “✓” IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM or any adjournment thereof other than those referred to in the notice convening the AGM.
- The full text of the resolutions are set out in the notice of the AGM dated 25 May 2023.
- 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 executed under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any Share any one of such joint holders may attend and vote at the AGM or any adjournment thereof, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM (or any adjournment thereof), whether in person or by proxy, the most senior shall along be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy, duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of AGM (i.e. not later than 10:00 a.m. on Monday, 26 June 2023) or any adjournment thereof.
- A shareholder who is holder of two or more Shares may appoint one or more proxies to attend the meeting and vote for him provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company but must attend the relevant meeting in person to represent you.