



China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

FORM OF PROXY FOR SPECIAL GENERAL MEETING (or any adjournment thereof)

Form of proxy for use by shareholders of China Youzan Limited (the “Company”) at the special general meeting and any adjournment thereof (the “SGM”) to be held at 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wan Chai, Hong Kong at 10:00 a.m. on Wednesday, 27 December 2023

I/We _____
of _____

being the registered holder(s) of _____ shares of HK\$0.01 each (the “Shares”) in the share capital of the Company
HEREBY APPOINT the chairman of the SGM or _____

of _____
to act as my/our proxy to attend and to act for me/us at the SGM and at any adjournment thereof and to vote on my/our behalf in respect of the resolution set out in the notice convening the SGM as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 November 2023 (the “Circular”).

Please tick (「✓」) the appropriate box to indicate how you wish your vote(s) to be cast.

Ordinary Resolutions		For	Against
1.	(a) To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder (including but not limited to the Acquisition and the issue of the Consideration Shares in accordance with terms and conditions of the Sale and Purchase Agreement); (b) Subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting and not having withdrawn the approval for the listing of, and the permission to deal in the Consideration Shares, to approve the grant of the SPA Specific Mandate to the Directors for the allotment and issue of the Consideration Shares in accordance with the terms and conditions of the Sale and Purchase Agreement; and (c) To authorise any one or more Directors to do all such acts and execute all such other documents generally and unconditionally as he/she as may consider necessary, expedient or desirable in connection with or to give effect to paragraphs (a) to (b) of these resolutions, including, without limitation, the allotment and issue of the Consideration Shares in accordance with the terms and conditions of the Sale and Purchase Agreement and the SPA Specific Mandate.		
2.	Upon the ordinary resolution designated “1” set out above being duly passed, to approve the grant of the Scheme Specific Mandate to the Directors for making the part of the Proposed Share Award Grant with 64,166,170 Shares in excess of the 2023 AGM Scheme Mandate Limit as set out in the Circular.		
Special Resolution		For	Against
3.	(a) To approve the grant of waiver of the obligation of the Sellers to make a general offer for all the Shares and other securities of the Company (other than those Shares and other securities owned or agreed to be acquired by the Sellers and parties acting in concert with them) as a result of the Completion in accordance with the Whitewash Waiver granted or to be granted by the Executive pursuant to Note 1 on dispensations to Rule 26 of the Takeovers Code; and (b) To authorize any one or more directors to, do all such acts and things and execute all relevant documents or deeds (and, if necessary, affix the company seal in accordance with the by-laws of the Company) as he/she may consider necessary, expedient or desirable in connection with, to give effect to, or to consummate any matter relating to or in connection with the Whitewash Waiver and/or the transactions contemplated thereunder.		

Shareholder’s signature: _____ Dated this _____ day of _____, 2023.

Notes:

- a. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- b. 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 registered in your name(s).
- c. A proxy need not be a shareholder of the Company. If you wish to appoint some person(s) other than the chairman of the SGM as your proxy, please delete the words the chairman of the SGM or and insert the name and address of the person appointed as proxy in the space provided.
- d. If you wish to vote for a resolution set out above, please tick () the appropriate box marked "For". If you wish to vote against a resolution, please tick the appropriate box marked "Against". If this form is returned duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolutions. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than those set out in the notice convening the SGM.
- e. In the case of a joint holding of any Shares, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the SGM whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must 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, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- h. Any alteration made to this form of proxy should be initialled by the person who signs it.

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 SGM 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 (Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.