

51信用卡

51 CREDIT CARD INC.

51 信用卡有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2051)

SECOND FORM OF PROXY

For use at the annual general meeting on Thursday, 23 June 2022 (or any adjournment thereof)

I/We ^(Note a) _____
of _____
being the registered holder(s) of ^(Note b) _____ ordinary share(s)
of US\$0.00001 each in the capital of 51 Credit Card Inc. (the "Company") hereby appoint the chairman of the annual general meeting (the "AGM") of the Company, or _____
of _____
to act as my/our proxy ^(Note c) to attend the AGM to be held at Room 3, 10/F., United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 23 June 2022 at 3:00 p.m. or at any adjournment thereof and to vote on my/our behalf as directed below:
Please tick (✓) in the appropriate box below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR ^(Note d)	AGAINST ^(Note d)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditor of the Company for the year ended 31 December 2021.		
2.	(i) To re-elect Ms. Wu Shan as an executive director of the Company.		
	(ii) To re-elect Ms. Jiang Cuicui as a non-executive director of the Company.		
	(iii) To re-elect Ms. Gao Li as a non-executive director of the Company.		
	(iv) To re-elect Ms. Zou Yunli as a non-executive director of the Company.		
	(v) To re-elect Mr. Ye Xiang as an independent non-executive director of the Company.		
	(vi) To re-elect Mr. Xu Xuchu as an independent non-executive director of the Company.		
	(vii) To re-elect Mr. Shou Jian as an independent non-executive director of the Company; and		
	(viii) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint PricewaterhouseCoopers as the Company's auditor and to authorise the board of directors of the Company to fix its remuneration.		
4.	To grant 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.		
5.	To grant 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.		
6.	To extend the general mandate granted to the Company's directors to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR ^(Note d)	AGAINST ^(Note d)
7.	To approve the proposed amendments to the memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the current memorandum and articles of association of the Company.		

Date: _____ Signature: _____ ^(Notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy (the "Second Proxy Form") will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy needs not be a shareholder of the Company. If you wish to appoint some person other than the chairman of the AGM as your proxy, please delete the words "the chairman of the annual general meeting (the "AGM") of the Company, or" and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If the Second Proxy Form when returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her/its discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his/her/its discretion on any amendment of a resolution put to the AGM.
- In the case of joint registered holders of any share(s), the Second Proxy Form may be signed by any joint registered holders, but if more than one joint registered holders are present at the AGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the Company's register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The Second Proxy Form must be signed by a shareholder of the Company, or his/her/its 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.
- To be valid, the Second Proxy 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 Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
- Any alteration made to the Second Proxy Form should be initialled by the person who signs the form.
- Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.
- The full text of the resolutions is set out in the notice of the AGM incorporated in the circular of the Company dated 19 May 2022 and supplemental notice of the AGM incorporated in the supplemental circular of the Company dated 7 June 2022.
- A shareholder who has not yet lodged the first proxy form despatched with the circular of the Company dated 19 May 2022 (the "First Proxy Form") with Company's Hong Kong share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong share registrar.
- A shareholder who has already lodged the First Proxy Form with the Company's Hong Kong share registrar should note that:
 - If no Second Proxy Form is lodged with the Company's Hong Kong share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the proposed amendments to the memorandum and articles of association of the Company as set out in the supplemental circular of the Company dated 7 June 2022) except for the resolution to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - If the Second Proxy Form is lodged with the Company's Hong Kong share registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
 - If the Second Proxy Form is lodged with the Company's Hong Kong share registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong share registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong share registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

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 AGM (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 authorised 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 Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.