



Jia Yao Holdings Limited

嘉耀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01626)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the share capital of Jia Yao Holdings Limited (the “Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company, or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “Meeting”) to be held at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Tuesday, 20 September 2022 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	To approve the Rights Issue on the basis of one (1) Rights Share for every one (1) existing Share held on the Record Date and the Underwriting Agreement and the transactions contemplated thereunder and to authorise any Director to do all things necessary for implementation of the aforesaid.		

Dated _____

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) 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 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 is preferred, please strike out “the Chairman of the extraordinary general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **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 complete the box(es) will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolution referred to in the notice convening the meeting which has been properly put to the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint registered holders, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
- To be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company’s branch share registrar of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- The proxy need not be a member of the Company but must attend the meeting or any adjournment thereof, in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof, if you wish to do so. In that event, this proxy form will be deemed to have been revoked.
- The description of the resolution is by way of summary only. The full text appears in the notice convening the Meeting. The notice of the Meeting is set out in the Company’s circular dated 5 September 2022.
- In light of the epidemic situation of COVID-19, the shareholders of the Company may consider appointing the chairman of the EGM as his/her proxy to vote on the resolution, instead of attending the EGM in person. Due to concerns over large gatherings during the COVID-19 epidemic, the upcoming EGM will not serve beverages. Any person who does not comply with the precautionary measures to be taken at the EGM, or is subject to any Hong Kong government prescribed quarantine may be denied entry into the meeting venue.

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 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 fulfill 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.