



Xuan Wu Cloud Technology Holdings Limited

玄武雲科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2392)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held via the e-Meeting System on Monday, 26 June 2023 at 10 a.m. (or any adjournment thereof)

I/We ^(note 1) _____
of _____
(address) being the registered holder(s) of _____ ^(note 2) shares (the “Shares”) of US\$0.0001 each in the share capital of Xuan Wu Cloud Technology Holdings Limited (the “Company”) hereby appoint _____ of _____ (address) with _____ (email address) or failing him/her, the chairman of the annual general meeting (the “Meeting”) of the Company or of to act as my/our proxy ^(note 3) at the Meeting to be held via the e-Meeting System on Monday, 26 June 2023 at 10 a.m. (or any adjournment thereof) and to vote on my/our behalf as directed below.

Please mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company and its subsidiaries for the year ended 31 December 2022.		
2.	To re-elect the following retiring Directors: (i) Mr. GUO Haiqiu as an executive Director. (ii) Mr. DU Jianqing as an independent non-executive Director. (iii) Ms. WU Ruifeng as an independent non-executive Director.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the additional shares in the capital of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution.		
6.	To grant a general and unconditional mandate to the directors of the Company to repurchase shares in the capital of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.		
7.	Conditional upon resolutions 5 and 6 above being passed, the general and unconditional mandate granted to the directors to allot, issue or otherwise deal with the additional shares in the capital of the Company pursuant to resolution 5 be extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 6.		

Date: _____

Signature: ^(Notes 5 to 12) _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which the proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the annual general meeting (the “**Meeting**”) of the Company or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
4. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If you wish to vote only part of the number of Shares in respect of which the proxy is so appointed, please state the exact number of Shares in lieu of tick (“✓”) in the relevant box. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. In the case of joint holders of any Share(s), only **ONE PAIR** of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. 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 notarially certified copy of such power of authority must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting (i.e., at or before 10 a.m. on Saturday, 24 June 2023 (Hong Kong time)), or any adjournment thereof.
8. The register of members of the Company will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on Monday, 19 June 2023.
9. Completion and return of this form of proxy shall not preclude you from attending and voting via the e-Meeting System at the Meeting if you so wish. If you attend and vote via the e-Meeting System at the Meeting, the form of proxy shall be deemed to be revoked.
10. Any alteration made to this form should be initialed by the person(s) who sign(s) the form.
11. For the avoidance of doubt, we do not accept any special instructions written on this form of proxy.
12. The notice of the Meeting is set out in the Company’s circular dated 27 April 2023.

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 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at the above address.