



Cosmo Lady (China) Holdings Company Limited

都市麗人(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2298)

Form of Proxy for the Annual General Meeting to be held on Friday, 2 June 2023 (the “Meeting”)

I/We¹, _____
of _____

being the registered holder(s) of², _____ shares of US\$0.01 each in the capital of the Cosmo Lady (China) Holdings Company Limited (the “Company”), **hereby appoint**³ the chairman of the Meeting or _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 5/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 2 June 2023 at 4:00 p.m. or at any adjournment thereof on the following resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 together with the reports of the directors and the auditor of the Company		
2.	To re-elect the following retiring directors of the Company:		
	(i) Mr. Zheng Yaonan		
	(ii) Mr. Lin Zonghong		
	(iii) Mr. Chen Zhigang		
	(iv) Ms. Kong Xiangying		
3.	To authorize the board of the directors of the Company to fix the remuneration of the directors of the Company		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration		
5.	To give a general mandate to the board of director of the Company to allot, issue and deal with new shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the Meeting		
6.	To give a general mandate to the board of director of the Company to buy back the shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the Meeting		
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the Meeting, to extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company pursuant to resolution numbered 5 by an amount up to the amount of the shares bought back by the Company pursuant to resolution numbered 6		
8.	To approve the adoption of the new share option scheme of the Company and the termination of the existing share option scheme of the Company		
9.	To approve the proposed amendments to the share award scheme of the Company		
10.	To approve the issue of shares to service provider sublimit, in respect of all share options or share awards to be granted to service providers under the share award Scheme, the new share option scheme or all other share option schemes or share award schemes of the Company		

Signature(s)⁵ _____

Dated this _____ day of _____ 2023

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the Register of Members of the Company. The names of all joint holders should be stated.
- (2) Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman of the Meeting 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.** Any shareholder entitled to attend and vote at the Meeting may appoint one or, if he holds two or more shares of the Company, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.
- (4) **Important: If you wish to vote for the resolution, tick in the appropriate box marked “FOR”. If you wish to vote against the resolution, tick in the appropriate box marked “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than referred to above.**
- (5) 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 either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) Where there are joint registered holders, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (7) In order to be valid, this form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be completed and lodged at the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof, and in such event, this form of proxy shall be deemed revoked.