



Jiyi Holdings Limited
集一控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1495)

FORM OF PROXY FOR THE 2022 ANNUAL GENERAL MEETING TO BE HELD ON 2 JUNE 2023 AND ANY ADJOURNMENT THEREOF

I/We ^(note a) _____
of _____
being the register holder(s) of ^(note b) _____ ordinary shares of HK\$0.01 each in the share capital of Jiyi Holdings Limited (the “Company”) hereby appoint the Chairman of the annual general meeting (the “Meeting”) or _____
of _____
to act as my/our proxy ^(note c) to attend for me/us at the Meeting to be held at Room 6303, Block A, Jingji Binhe Shidai Building, Futian District, Shenzhen, PRC (中國深圳市福田區京基濱河時代大廈A座6303室) on Friday, 2 June 2023, at 11:00 a.m. (or at any adjournment thereof) and to vote on my/our behalf and in my/our name(s) in respect of the said resolutions referred to in the notice convening the Meeting (the “Notice”), or, if no indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS [#]	FOR ^(note d)	AGAINST ^(note d)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and each a “Director”) and auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Liu Xianxiu as executive Director.		
	(b) To re-elect Mr. Yang Baikang as executive Director.		
	(c) To re-elect Mr. Ye Yihui as independent non-executive Director.		
3.	To authorise the board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with unissued shares of HK\$0.01 each in the share capital of the Company, the total number of which shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
6.	To grant a general mandate to the Directors to buy back the Company’s shares up to 10% of the total number of shares of the Company as at the date of passing of this resolution.		
7.	To add the total number of shares in the Company bought back by the Company under resolution no.6 above to the general mandate granted to the Directors under resolution no.5 above.		
8.	To approve the amendments to the Share Option Scheme.		
9.	To approve the refreshment of the Scheme Mandate Limit of the Share Option Scheme.		

* Full text of the above resolutions is set out in the Notice dated 28 April 2023 convening the Meeting.

Dated the _____ day of _____, 2023

Shareholder’s signature _____ ^(notes c, f, g, h and i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (“Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the annual general meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- 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 resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its 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/its discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its 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.
- 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 or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting (or any adjourned meeting).
- 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) if you so wish.
- Any alteration made to this form should be initialed by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of your and your proxy’s (or proxies’) Personal Data is on a voluntary basis for the purposes 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’) Personal Data to the Share Registrar, our subsidiaries, agent, contractor, and/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’) Personal Data will be retained for such period as may be necessary to fulfil the Purposes and for verification and record purposes.
- You have the right to request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (Attention: HK Privacy Officer) or by email to PrivacyOfficer@computershare.com.hk.