

CHANGYOU ALLIANCE GROUP LIMITED

暢由聯盟集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1039)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2) of US\$0.01 each (the “Share(s)”) in the issued share capital of Changyou Alliance Group Limited (the “Company”) hereby appoint the Chairman of the annual general meeting of the Company (the “Meeting”), or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room 1908-1916, 19th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Friday, 30 June 2023 at 11:00 a.m. (or at any adjournment thereof), in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, words and expressions used herein shall bear the same meanings as those defined in the circular of the Company dated 28 April 2023.

RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
ORDINARY RESOLUTIONS			
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Cheng Jerome as executive Director.		
	(b) To re-elect Mr. Yuan Weitao as executive Director.		
3.	To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint KPMG 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 shares of the Company not exceeding 20% of the number of Shares in issue as at the date of passing this resolution. ^(Note 10)		
6.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the number of Shares in issue as at the date of passing this resolution. ^(Note 10)		
7.	To extend the general mandate granted under resolution no. 5 by adding the Shares purchased pursuant to the general mandate granted by resolution no. 6. ^(Note 10)		
SPECIAL RESOLUTION			
8.	To amend the existing memorandum and articles of association of the Company with immediate effect after the close of the Meeting and to adopt the amended and restated memorandum and articles of association of the Company. ^(Note 10)		

Date: _____

Signed: ^(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 issued share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete “the Chairman of the annual general meeting of the Company (the “Meeting”), or” and insert the name and address of the desired proxy in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR” IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 executed under its seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named being the senior.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar 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 fixed for holding the Meeting (i.e. not later than Wednesday, 28 June 2023 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.
- This is a summary of the resolution. Full text of the resolution is set out in the notice to the Meeting dated 28 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 (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/the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at the above address.