



Fenbi Ltd.

粉笔有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2469)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 14 JUNE 2023 (OR ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____ of _____

being the registered holder(s) of (Note 2) ordinary shares of US\$0.00001 each in the capital of Fenbi Ltd. (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (the "Chairman") (Note 3) or _____ as my/our proxy to attend the Annual General Meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at Room 6-7, 2/F., Kuntai Hotel Beijing, No.2 Qiyang Road, Chaoyang District, Beijing, PRC on Wednesday, 14 June 2023 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Please indicate with a "✓" in the boxes provided how you wish the proxy to vote on your behalf (Note 4).

Table with 4 columns: Resolution description, FOR (Note 4), and AGAINST (Note 4). Rows 1-10 list various resolutions including financial statements, director elections, auditor appointment, and share schemes.

Signature (Note 5): _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s), and delete as appropriate.
3. If any proxy other than the Chairman is desired, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the full name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but one must attend the Meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS PROXY**. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting. In that event, this form of proxy will be deemed to have been revoked.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”**. Failure to complete any or all boxes will entitle your proxy to cast your votes or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. If you are the holder of two or more shares entitled to attend and vote at the Meeting, you are entitled to appoint more than one proxy to attend and vote on your behalf.

If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of each such proxy.
7. In the case of joint holders of a share, any one of such joint holders may vote at the Meeting either in person or by proxy in respect of such share, but if more than one of such joint holders is present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holders.
8. 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 thereof 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, Wanchai, Hong Kong not less than 48 hours before the time (i.e. Monday, 12 June 2023 at 10:30 a.m.) for holding the Meeting or any adjournment thereof.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“**PDPO**”), which will include your and your appointed proxy’s name and mailing address.

The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company’s annual general meeting and instructions. Your supply of the Personal Data to the Company and/or its branch share registrar is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will not be transferred to any party outside the Company or its branch share registrar, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request.

The Personal Data collected in this proxy form will be retained for such period as may be necessary for our record, verification and notification purposes, and this proxy form together with the Personal Data contained in this form will be destroyed no later than 1 year after the annual general meeting. You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO.

Any such request for access to and/or correction of the Personal Data should be in writing and sent by post to Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.