

CHEERWIN

Cheerwin Group Limited

朝雲集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6601)

FORM OF PROXY FOR USE IN CONNECTION WITH THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 5/F, NORTH PODIUM BUILDING, NO.2 LUJU ROAD, LIWAN DISTRICT, GUANGZHOU, GUANGDONG PROVINCE, PRC ON 29 DECEMBER 2023 AT 10:30 A.M. OR AT THE ADJOURNMENT THEREOF

I/We (Name) _____ (Block capitals)

of (Address) _____ (Note 1)

being the holder(s) of _____ (Note 1) shares of US\$0.000002 each in the share capital of Cheerwin Group Limited (the "Company"), hereby appoint (Name) _____

of (Address) _____

or failing him/her, the chairman of the meeting (Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 5/F, North Podium Building, No. 2, Lujia Road, Liwan District, Guangzhou, Guangdong Province, PRC on Friday, 29 December 2023 at 10:30 a.m. (the "EGM") and at the adjournment thereof on any resolution or motion which will be proposed thereat. My/our proxy is authorised and instructed to vote as indicated (Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For	Against
1	(a) To approve the sales framework agreement dated 23 November 2023 ("New Sales Framework Agreement"), the terms and conditions thereof and the transactions contemplated thereunder, and the relevant proposed annual caps of the transactions contemplated under the New Sales Framework Agreement for the three years ending 31 December 2026; and (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company in connection with the New Sales Framework Agreement and the transactions contemplated thereunder.		
2	(a) To approve the outsourcing framework agreement dated 23 November 2023 ("New Outsourcing Framework Agreement"), the terms and conditions thereof and the transactions contemplated thereunder, and the relevant proposed annual caps of the transactions contemplated under the New Outsourcing Framework Agreement for the three years ending 31 December 2026; and (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company in connection with the New Outsourcing Framework Agreement and the transactions contemplated thereunder.		

Dated: this _____ day of _____ 2023

Signature: _____ (Notes 5 and 6)

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice if the member is the holder of two or more shares. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "Against". Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.**
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at 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, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if you so wish and in such event, this form of proxy shall be deemed to be revoked.
- A proxy need not be a member of the Company.
- The description of these resolutions is by way of summary only. The full text appears in the notice of the above meeting.