

# 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 EXTRAORDINARY GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of US\$0.01 each (the “Share”) in the issued share capital of Changyou Alliance Group Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting of the Company (the “Meeting”) or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Rooms 1908-1916, 19/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong, on Wednesday, 10 April 2024 at 11:00 a.m. (or at any adjournment thereof), in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit. Words and expressions herein shall bear the same meanings as those defined in the circular dated 15 March 2024 published by the Company.

	RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	<p>“THAT:</p> <p>(a) the Subscription Agreement (as defined in the circular of the Company dated 15 March 2024 (the “Circular”), a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for identification purposes, in relation to the subscription for the 2024 Convertible Bonds in an aggregate principal amount of HK\$126,000,000 and the transactions contemplated thereunder, including the issue of the 2024 Convertible Bonds (as defined in the Circular) and the allotment and issue of the Conversion Shares (as defined in the Circular) upon conversion of the 2024 Convertible Bonds under the Specific Mandate (as defined in the Circular), be and is hereby considered, approved, confirmed and ratified;</p> <p>(b) the instrument constituting the 2024 Convertible Bonds, a copy of which has been produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purposes, and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified;</p> <p>(c) subject to and conditional upon the listing committee approving the listing of, and granting the permission to deal in, the Conversion Shares, the directors of the Company (“Directors”) be and are hereby authorised to: (i) issue the 2024 Convertible Bonds to the Subscriber; and (ii) allot and issue the Conversion Shares on the terms and subject to the conditions of the 2024 Convertible Bonds;</p> <p>(d) an unconditional Specific Mandate be and is hereby granted to the Directors to exercise the powers to allot, issue and deal with such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attaching to the 2024 Convertible Bonds pursuant to the terms of the 2024 Convertible Bonds; and</p> <p>(e) any one Director be and is hereby authorised to, for and on behalf of the Company, do all such further acts and things and to sign and execute all such documents, instruments and agreements, and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the Subscription Agreement and the transactions contemplated thereunder, including the issue of the 2024 Convertible Bonds and the allotment and issue of the Conversion Shares upon conversion of the 2024 Convertible Bonds under the Specific Mandate.”</p>		

Date: \_\_\_\_\_

Signed: <sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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).
3. If any proxy other than the Chairman of the Meeting is preferred, delete "the chairman of the extraordinary general meeting of the Company (the "**Meeting**")" and insert the name and address of the desired proxy in the space provided. (ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.)
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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 the resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. 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 in respect of the joint holding, the first named being the senior.
7. 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 notarially 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.

**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 of the Company (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.