



ClouDr Group Limited

智雲健康科技集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9955)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 6 JUNE 2024

Number of shares to which this form of proxy relates ^(Note 1)	
---	--

I/We ^(Note 2) _____

of _____

being the registered holder(s) of shares in the issued share capital of ClouDr Group Limited (the "Company") hereby appoint the Chairman of the meeting ^(Note 3) or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2024 to be held at Room 16A, Level 16, 41 Connaught Road Central, Central, Hong Kong on Thursday, 6 June 2024 at 9:00 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. Zhang Saiyin as an independent non-executive director of the Company.		
	(b) To re-elect Mr. Ang Khai Meng as an independent non-executive director of the Company.		
	(c) To authorize the board of directors of the Company to fix the respective directors' remuneration.		
3.	To re-appoint Messrs. KPMG as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to buy-back shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares) as at the date of passing of this resolution.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares out of treasury) of the Company not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company by the aggregate number of the shares bought back by the Company.		
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve and adopt the fifteenth amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing fourteenth amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and to authorize any one of the directors of the Company to do all things necessary to implement the adoption of the fifteenth amended and restated memorandum and articles of association.		

Date: _____ 2024

Signature(s) ^(Note 5) _____

* For identification purpose only

Notes:

1. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and on a poll, vote instead of him/her/it. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it. If no name is inserted, the Chairman of the meeting will act as your proxy. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the AGM.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his/her/their discretion. Your proxy will also be entitled to vote at his/her/their discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes 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 of the Company.
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 certified copy thereof, must be deposited at the Company’s Hong Kong Share Registrar and Transfer Office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be) (i.e. not later than 9:00 a.m. on Tuesday, June 4, 2024).
8. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof, as the case may be, if so wish, and in such case, the form of proxy shall be deemed to be revoked.
9. The full text of the resolutions appears in the notice of the AGM contained in the circular to the shareholders of the Company dated 26 April 2024.
10. References to time and dates in this form of proxy are to Hong Kong time and dates.

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 AGM 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 Tricor Investor Services Limited at the above address.