

Duiba Group

兑吧集团

DUIBA GROUP LIMITED

兑吧集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1753)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 31 MAY 2024

I (We) ^(Note 1) _____
of _____
Shareholders' Account: _____ and I.D. No.: _____, being
the holder(s) of _____ share(s) ^(Note 2) of Duiba Group Limited (the "Company"), now
appoint ^(Note 3) _____, I.D. No.: _____
of _____

or failing him/her, the chairman of the meeting as my(our) proxy to attend and vote for me(us) and on my(our) behalf at the annual general meeting of the Company (the "AGM") or any adjourned meeting thereof to be held at 5/F, Shuyu Building, 98 Wenyi West Road, Xihu District, Hangzhou, the PRC on Friday, 31 May 2024 at 2 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at such AGM to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

Ordinary Resolutions		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited financial statements, the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2023.		
2.	(a) (1) To re-elect Mr. Chen Xiaoliang as an executive director of the Company.		
	(2) To re-elect Mr. Zhu Jiangbo as an executive director of the Company.		
	(3) To re-elect Ms. Yang Jiaqing as a non-executive director of the Company.		
(b)	To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint Ernst & Young as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.		
4(A).	To grant a general mandate to the directors of the Company to allot, issue and/or otherwise deal with shares not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this ordinary resolution.		
4(B).	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this ordinary resolution.		
4(C).	To extend the general mandate granted to the directors of the Company to issue the shares of the Company by the number of shares repurchased under ordinary resolution No. 4(B).		
Special Resolution		FOR ^(Note 4)	AGAINST ^(Note 4)
5.	To approve the proposed amendments to the second amended and restated articles of association of the Company and the adoption of the third amended and restated articles of association of the Company.		

Date: _____ 2024

Signature: ^(Note 5) _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS**. The names of all joint holders should be stated.
- Please insert the number of share(s) of the Company registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares of the Company registered in your name(s).
- Please insert the name and address of your proxy. If this is left blank, the chairman of the AGM will act as your proxy. One or more proxies may be appointed to attend and vote at the AGM provided that such proxies must attend the AGM in person on your behalf. Any alteration made to this form of proxy must be signed by the person who signs this form of proxy.
- Important: If you wish to vote FOR a resolution, please tick the appropriate box marked "For". If you wish to vote AGAINST a resolution, please tick the appropriate box marked "Against".** In the absence of any such indication, the proxy will vote or abstain at his/her discretion.
- This form of proxy must be in writing under the hand of the appointor or of his/her attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall stand alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which this form of proxy is signed, or a notarially certified copy of such power 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, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 2 p.m. on Wednesday, 29 May 2024) or any adjourned meeting thereof.
- The proxy needs not be a member of the Company.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish, and in such event, 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 AGM (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 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 (Cap. 486 of the Laws of Hong Kong), and any such request should be made in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at the above address.