



中国奇点国峰控股有限公司

China Qidian Guofeng Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1280)

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

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 21 MAY 2024

I/We ^(Note 2) _____

of _____

being the registered holder(s) of shares in the issued share capital of China Qidian Guofeng Holdings 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 extraordinary general meeting (the "EGM") of the Company to be held at Conference Room, 11th Floor, Block 1, Wangjing Chengyong Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Tuesday, 21 May 2024 at 10:00 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 ⁽⁴⁾		FOR	AGAINST
1.	"THAT the the authorised share capital of the Company be increased from US\$12,000,000 divided into 600,000,000 shares of the Company ("Shares") of US\$0.02 each to US\$100,000,000 divided into 5,000,000,000 Shares of US\$0.02 each by the creation of an additional 4,400,000,000 new Shares (the "Increase in Authorised Share Capital"); and THAT any one or more of the directors of the Company (the "Director(s)") be and is/are hereby authorised to do all such acts if and where applicable as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital."		
2.	"THAT subject to the fulfilment of the terms and conditions set out in the subscription agreement dated 30 April 2024 (the "Subscription Agreement") entered into between the Company and Noble Trade International Holdings Limited* (聖行國際集團有限公司) (the "Subscriber") pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 530,000,000 new shares of the Company (the "Subscription Shares") at the subscription price of HK\$0.35 per Subscription Share: (a) the Subscription Agreement and the matters contemplated thereunder be and are hereby approved, confirmed and ratified; (b) all the transactions contemplated under the Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber, be and are hereby approved and the Directors be and are hereby authorised to allot and issue the Subscription Shares; and (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder."		
SPECIAL RESOLUTION ⁽⁴⁾		FOR	AGAINST
3.	"THAT, subject to the granting of the Whitewash Waiver (as defined below) by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the executive director and any conditions that may be imposed thereon, the waiver of obligation on the part of the Subscriber to make a mandatory general offer to shareholders for all the issued shares of the Company not already owned or agreed to be acquired by the Subscriber and any parties acting in concert with him which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the "Whitewash Waiver"), be and is hereby approved; and THAT any one or more of the Directors be and is/are authorised to do all such acts; and things; and execute all such document as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver."		

Date: _____ 2024 Signature(s) ^(Note 6) _____

Notes:

- 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 EGM is entitled to appoint more than one proxy to attend and vote instead of him. 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.
- The full text of these resolutions appears in the notice of the EGM dated 30 April 2024.
- 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 discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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 share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

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 EGM 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.