



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 THURSDAY, 8 AUGUST 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 for the year 2024 to be held at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Thursday, 8 August 2024 at 10:00 a.m. (and at any adjournment thereof). Unless otherwise defined, capitalised terms used in this form shall have the same meanings as those defined in the circular of the Company dated 19 July 2024 (the “Circular”).

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

ORDINARY RESOLUTIONS ^(Note 5)		FOR	AGAINST
1.	To approve the refreshment of the existing scheme mandate limit under the share award scheme so that the aggregate number of shares of the Company to be allotted and issued to employee participants pursuant to the grant of the Award Shares under the Share Award Scheme shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution (the “Refreshed Scheme Mandate Limit”) and to authorise any Director, subject to compliance with the Listing Rules, to grant Award Shares under the Share Award Scheme up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with Shares of the Company pursuant to the grant of such Award Shares.		
2.	To approve the refreshment of the existing service provider sublimit under the share award scheme to approximately 7% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution and no more than 70% of the Refreshed Scheme Mandate Limit and to authorise any Director, subject to compliance with the Listing Rules, to grant Award Shares under the Share Award Scheme up to the Refreshed Service Provider Sublimit and to exercise all powers of the Company to allot, issue and deal with Shares of the Company pursuant to the grant of such Award Shares.		
3.	To approve, confirm and ratify the grant of 3,965,678 Award Shares to Mr. Sun Yue, the executive Director and chief executive officer of the Company and to authorise any Director to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of 3,965,678 Award Shares as and when practicable to a trustee to be appointed by the Company to hold on trust for Mr. Sun Yue, subject to satisfaction of the relevant vesting conditions.		
4.	To approve the proposed amendments to the Share Award Scheme.		

Date: _____ 2024 Signature(s)^(Note 5) _____

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.
- 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.
- For full text of the relevant resolutions, please refer to the notice of 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.