

carote

CAROTE LTD

卡羅特(商業)有限公司

(an exempted company incorporated in the Cayman Islands with limited liability)
(Stock Code: 2549)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting of CAROTE LTD (the “Company”) to be convened and held at Conference Room, 5th Floor, Unit 2, Tower 6, Sunshine City, Xiaoshan District, Hangzhou City, Zhejiang Province, China on Friday, May 29, 2026 at 10:00 a.m.

I/We^(note a) _____
of _____
being the holder(s) of _____^(note b) shares of US\$0.0005 each of the Company hereby
appoint the Chairman of the meeting or^(note c) _____
of _____
to act as my/our proxy^(note c) at the annual general meeting of the Company to be held at Conference Room, 5th Floor, Unit 2, Tower 6, Sunshine City, Xiaoshan District, Hangzhou City, Zhejiang Province, China on Friday, May 29, 2026 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(note d).

ORDINARY RESOLUTIONS [#]		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and the auditor of the Company for the year ended December 31, 2025.		
2.	To declare a final dividend for the year ended December 31, 2025.		
3.	(a) To re-elect Ms. Yeung Shuet Fan Pamela as an independent non-executive director.		
	(b) To re-elect Mr. Shi Zhoufeng as an independent non-executive director.		
	(c) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.		
4.	To re-appoint PricewaterhouseCoopers as the Company’s auditors and to authorise the Board to fix its remuneration.		
5.	To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares and/or to sell or transfer treasury shares of the Company, not exceeding 20% of the number of issued shares of the Company (excluding treasury shares).		
6.	To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company (excluding treasury shares).		
7.	To extend the authority given to the Directors pursuant to the ordinary resolution No. 5 to issue shares and/or to sell or transfer treasury shares of the Company by adding the number of shares repurchased under the ordinary resolution No. 6 to the number of issued shares of the Company (excluding treasury shares).		

[#]The full text of the resolutions is set out in the notice of the meeting.

Dated the _____ day of _____ 2026

Shareholder’s signature _____ (notes e, f, g, h and i)

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- (b) 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 capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words “the Chairman of the meeting or” and insert the name and address of the person appointed proxy in the space provided.
- (d) If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✗”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- (g) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at 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 not less than 48 hours before the time of the meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialled by the person who signs the form.
- (i) Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.
- (j) The description of the resolutions herein is by way of summary only. The full text of the resolutions is set out in the notice of annual general meeting of the Company.

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 authorized 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/Computershare Hong Kong Investor Services Limited at the above address.

By mail to:

Computershare Hong Kong Investor Services Limited
17M Floor Hopewell Centre
183 Queen’s Road East
Wan Chai Hong Kong

By email to: PrivacyOfficer@computershare.com.hk