China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON MONDAY, 26 NOVEMBER 2018

Form of proxy for use by shareholders of China Youzan Limited (the "Company") at the special general meeting and any adjournment thereof (the "Meeting") to be held at Unit 2708, 27/F, The Center, 99 Queen's Road Central, Hong Kong on Monday, 26 November 2018 at 10:00 a.m.

I/We *(note a)*, ______________________________

of ______________________________

being the registered holder(s) of *(note b)* ______________________________ share(s) of HK$0.01 each (the "**Shares**")

in the share capital of the Company **HEREBY APPOINT** the chairman of the Meeting, or *(notes c and h)* ______________________________

of ______________________________

to act as my/our proxy to attend and vote for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate box to indicate how you wish your vote(s) to be cast *(note d)*.

SPECIAL RESOLUTION	**FOR** *(note d)*	**AGAINST** *(note d)*
To approve the removal of RSM Hong Kong as the auditor of the Company.		
ORDINARY RESOLUTION	**FOR** *(note d)*	**AGAINST** *(note d)*
To appoint Ernst & Young as the auditor of the Company to fill the casual vacancy arising from the departure of RSM Hong Kong and to hold office until the conclusion of the next annual general meeting of the Company and authorise the board of directors of the Company to fix their remuneration.		

Shareholder's signature: ______________________________ *(notes e, f, g and h)*

Dated this ____________ day of ____________ 2018

Notes:

a. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.

b. Please insert the number of Shares registered in your name(s) 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 registered in your name(s).

c. A proxy need not be a shareholder of the Company. If you wish to appoint some person(s) 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 as proxy in the space provided. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.

d. If you wish to vote for a resolution set out above, please tick ("✓") the appropriate box marked "For". If you wish to vote against a resolution, please tick ("✓") the appropriate box marked "Against". If this form is returned duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolutions. A proxy will also be entitled to vote at his/her 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 of any Shares, 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 holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f. This form of proxy must be signed by a shareholder of the Company, or his/her 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 Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time scheduled for the holding of the Meeting or any adjournment thereof.

h. Any alteration made to this form of proxy should be initialled by the person who signs it.

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.