



China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (or any adjournment thereof)

Form of proxy for use by shareholders of China Youzan Limited (the “Company”) at the Annual General Meeting and any adjournment thereof. (the “Meeting”) to be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 12 May 2020 at 10:00 a.m.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares 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 b) _____
of _____
to act as my/our proxy to attend and to act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolution 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).

	Ordinary Resolutions	For ^(note d)	Against ^(note d)
1.	To approve ordinary resolution no. 1 set out in the notice of the Meeting (to approve the framework agreement dated 12 March 2020 and the transactions contemplated thereunder).		
2.	To approve ordinary resolution no. 2 set out in the notice of the Meeting (to approve the proposed amendments to certain terms of the share option scheme of the Company adopted on 12 June 2019).		
3.	To consider and approve the audited consolidated financial statements and the reports of the directors of the Company (individually, a “Director” and collectively, the “Directors”) and the auditors of the Company (the “Auditors”) for the year ended 31 December 2019.		
4.	(i) To re-elect Mr. Cao Chunmeng as an executive director and authorise the board of directors to fix his remuneration.		
	(ii) To re-elect Mr. Yan Xiaotian as an executive director and authorise the board of directors to fix his remuneration.		
	(iii) To re-elect Dr. Fong Chi Wah as an independent non-executive director and authorise the board of directors to fix his remuneration.		
	(iv) To re-elect Mr. Xu Yanqing as an independent non-executive director and authorise the board of directors to fix his remuneration.		
5.	To re-elect RSM Hong Kong as Auditors of the Company and authorise the board of directors to fix their remuneration.		
6.	To approve ordinary resolution no. 6 set out in the notice of the Meeting (to give a general mandate to the directors to issue shares in the Company).		
7.	To approve ordinary resolution no. 7 set out in the notice of the Meeting (to give a general mandate to the directors to repurchase shares in the Company).		
8.	To approve ordinary resolution no. 8 set out in the notice of the Meeting (to extend the general mandate to issue shares under ordinary resolution no. 6 by adding the number of shares repurchased under ordinary resolutions no. 7).		
9.	To approve ordinary resolution no. 9 set out in the notice of the Meeting (to approve the refreshment of scheme mandate limit under the share option scheme of the Company adopted on 12 June 2019).		

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

Dated this _____ day of _____, 2020.

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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 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 schedule for the holding of the AGM or any adjournment thereof.
- 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.