



# Jiayuan International Group Limited

## 佳源國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2768)

Number of shares to which this  
form of proxy relates<sup>(Note 1)</sup>

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 16 APRIL 2021

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Jiayuan International Group Limited (the “Company”) hereby appoint the Chairman of the meeting<sup>(Note 3)</sup> 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 Room 1403, 9 Queen’s Road Central, Hong Kong on Friday, 16 April 2021 at 10:00 a.m. (and at any adjournment thereof).

Name of proxy who is entitled to vote on the resolution on a show of hands at the EGM if more than one proxy are appointed<sup>(Note 3)</sup>

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

Capitalised terms used herein shall have the same meaning as those defined in the notice dated 26 February 2021 convening the EGM.

ORDINARY RESOLUTION	FOR	AGAINST
To approve, confirm and ratify the Sale and Purchase Agreement (as subsequently amended and supplemented by the Supplemental Agreement) (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof (including but not limited to the issuance of the Convertible Bonds (as defined in the Circular) by the Company of up to an aggregate principal amount of HK\$3,420,640,000 pursuant to the terms of the Sale and Purchase Agreement (as subsequently amended and supplemented by the Supplemental Agreement) and the grant of the Specific Mandate for the allotment and issue of the 840,000,000 Consideration Shares and such number of Shares as may be required to be allotted and issued upon exercise of the conversion rights attached to the Convertible Bonds, subject to the terms and conditions set out in the Circular), and to authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement (as subsequently amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- 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 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**. The names of all joint registered holders should be stated.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” 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 on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the form of proxy.  
On a show of hands every shareholder who is present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. If a shareholder (other than a clearing house (or its nominee(s))) appoints more than one proxy, only one of the proxies so appointed and specified in the form of proxy is entitled to vote on the resolution on a show of hands. In the case of a poll, every shareholder present in person or by proxy(ies) shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE 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 authorized. **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 Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Wednesday, 14 April 2021).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

#### 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at Room 1403, 9 Queen’s Road Central, Hong Kong / Tricor Investor Services Limited at the above address or by email to [info@hkjiayuan.com.hk](mailto:info@hkjiayuan.com.hk).