



NETJOY HOLDINGS LIMITED

云想科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2131)

FORM OF PROXY

FOR USE AT THE EXTRAORDINARY GENERAL MEETING OR AT ANY ADJOURNMENT THEREOF

I/We ^(note 1) _____
of ^(note 1) _____
being the registered holder(s) of ^(note 2) _____ shares with a nominal value of US\$0.00005 each in the share capital of Netjoy Holdings Limited (the “Company”), **HEREBY APPOINT** the chairman of the extraordinary general meeting (the “EGM”) of the Company or ^(note 3) _____
of ^(note 3) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at Conference Room, 5/F, No. 3, 396 Guilin Road, Xuhui District, Shanghai, PRC on Wednesday, August 16, 2023 at 11:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the EGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the EGM in such manner as he/she thinks fit.

	Ordinary Resolutions	For ^(note 4)	Against ^(note 4)
1.	To approve, confirm and ratify the grant of 10,879,814 share options (the “Share Options”) to Ms. Zha Lijun (查麗君), the executive director (the “Director”) and a senior vice president of the Company, entitling Ms. Zha Lijun to subscribe for 10,879,814 ordinary shares of US\$0.00005 each of the Company (“Share(s)”), at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated July 31, 2023 (the “Circular”)) under and pursuant to the share option scheme of the Company adopted by the Company on November 17, 2020 and has taken effect from the listing date of the Company (i.e. December 17, 2020) (the “Share Option Scheme”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme, and to authorise the board of Directors (“Board”) to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 10,879,814 Share Options to Ms. Zha Lijun and the issue of the Shares upon the exercise of such Share Options by Ms. Zha Lijun, and to approve, confirm and ratify any and all such acts to effect the aforesaid grant.		
2.	To approve, confirm and ratify the grant of 10,511,187 Share Options to Ms. Zha Junling (查俊玲), the vice president of finance of the Company, entitling Ms. Zha Junling to subscribe for 10,511,187 Shares of US\$0.00005 each, at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme, and to authorise the Board to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 10,511,187 Share Options to Ms. Zha Junling and the issue of the Shares upon the exercise of such Share Options by Ms. Zha Junling, and to approve, confirm and ratify any and all such acts to effect the aforesaid grant.		

Ordinary Resolutions		For ^(note 4)	Against ^(note 4)
3.	To approve, confirm and ratify the grant of 9,895,547 Share Options to Mr. Xu Songdao (徐頌道), the head of marketing center of the Company, entitling Mr. Xu Songdao to subscribe for 9,895,547 Shares of US\$0.00005 each, at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme, and to authorise the Board to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 9,895,547 Share Options to Mr. Xu Songdao and the issue of the Shares upon the exercise of such Share Options by Mr. Xu Songdao, and to approve, confirm and ratify any and all such acts to effect the aforesaid grant.		
4.	To approve, confirm and ratify the grant of 9,544,064 Share Options to Ms. Peng Ting (彭婷), the senior vice president and a joint company secretary of the Company, who is the spouse of Mr. Dai Liqun, our non-executive Director, entitling Ms. Peng Ting to subscribe for 9,544,064 Shares of US\$0.00005 each, at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme, and to authorise the Board to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 9,544,064 Share Options to Ms. Peng Ting and the issue of the Shares upon the exercise of such Share Options by Ms. Peng Ting, and to approve, confirm and ratify any and all such acts to effect the aforesaid grant.		

Dated: _____ 2023

Signature(s) ^(note 5) _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. Please insert the full name(s) of all the joint holder(s).
- 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 of the Company registered in your name(s).
- A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares of which each such proxy is so appointed. If any proxy other than the chairman of the EGM is preferred, strike out the words "the chairman of the extraordinary general meeting (the "EGM") of the Company or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution or any resolution properly put to the EGM other than those referred to in the notice of EGM.
- This proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, either executed under seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/E, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned extraordinary general meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- A proxy need not be a shareholder of the Company.
- Any alteration made to this form of proxy must be initialled by the person who signs it.**