



Narnia (Hong Kong) Group Company Limited

納尼亞(香港)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8607)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 14 NOVEMBER 2023 (or at any adjournment thereof)

I/We, _____
of _____ (Note 1)
being the registered holder(s) of (Note 2) _____ shares of US\$0.001 each in the capital of Narnia (Hong Kong) Group Company Limited (the “Company”), hereby appoint the Chairman of the extraordinary general meeting (the “EGM”) of the Company or (Note 3) _____
of _____
as my/our proxy(ies) to attend and act for me/us at EGM to be held at the Head Office conference room, Jiapu Economic Development Area, Changxing County, Huzhou City, Zhejiang Province, the PRC on Tuesday, 14 November 2023 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

SPECIAL RESOLUTION (Note 4)		For (Note 5)	Against (Note 5)
1	To approve the proposed amendments to the existing articles of association of the Company.		

Dated this date _____ of _____ 2023 Signature(s) (Note 6) _____

Notes:

1. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company 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 shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
4. The full text of this resolution is set out in the notice of the EGM which is sent to the shareholders of the Company together with this form of proxy.
5. If you wish to vote for the resolution set out above, please **TICK** (“✓”) in the boxes marked “**FOR**”. If you wish to vote against the resolution, please tick (“✓”) in the boxes marked “**AGAINST**”. If this form of proxy returned is duly signed but without specific direction on the resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution; 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/her discretion. 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 of the EGM.
6. To be valid, this form of proxy together with a 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 the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof.
7. In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then 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.
8. A proxy attending the EGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy’s proof of identification.
9. This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 6 and the other shall be presented at the EGM in accordance with the instruction under note 8.
10. Completion and return of this proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
11. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
12. Unless the context requires otherwise, terms defined in the notice of the EGM shall bear the same meanings when used in this form of proxy.