



BetterLife Holding Limited
百得利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6909)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____
being the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of BetterLife Holding Limited
(the “Company”, together with its subsidiaries, the “Group”) hereby appoint (Name) _____ of
(Address) _____ or
failing him/her (Name) _____ of
(Address) _____ or
failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the
extraordinary general meeting (“EGM”) of the Company to be held at No. 143 The 4th West Wing North Road, Haidian District,
Beijing 100143, PRC on Thursday, 23 November 2023 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion
which is proposed thereat. My/our proxy is authorized and instructed to vote as indicated (see Note 3) in respect of the
undermentioned resolutions:

	ORDINARY RESOLUTIONS (see Note 3)	FOR (see Note 3)	AGAINST (see Note 3)
1.	To approve, confirm and ratify each of the property lease agreements dated 29 September 2023 entered into between the Group and each of Beijing Zhoushi Xingye Enterprise Management Co., Ltd.* (北京周氏興業企業管理有限公司), Chengdu Riyue Industry Development Co., Ltd.* (成都日月產業發展股份有限公司) and Oule (Hangzhou) Automobile Technology Co., Ltd.* (歐樂(杭州)汽車科技有限公司), respectively (a copy of each of which is produced to the EGM), the terms and conditions thereof, the connected transactions contemplated thereunder and the implementation thereof.		
2.	(a) To approve, confirm and ratify the framework sale and leaseback agreement (“ 2024 Framework Sale and Leaseback Agreement ”) dated 29 September 2023 entered into between BetterLife International Motor Co., Limited (百得利國際汽車有限公司) (“ BetterLife International ”) (for itself and on behalf of its subsidiaries) and eCapital (China) Leasing Co., Ltd. (易匯資本(中國)融資租賃有限公司) (“ eCapital ”) (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof; and		
	(b) To approve, confirm and ratify the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Framework Sale and Leaseback Agreement.		
3.	(a) To approve, confirm and ratify the framework vehicle sale and purchase agreement (“ 2024 Framework Vehicle Sale and Purchase Agreement ”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof; and		
	(b) To approve, confirm and ratify the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Framework Vehicle Sale and Purchase Agreement.		
4.	(a) To approve, confirm and ratify the cooperation agreement (“ 2024 Cooperation Agreement ”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof; and		
	(b) To approve, confirm and ratify the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Cooperation Agreement.		

ORDINARY RESOLUTIONS (see Note 3)		FOR (see Note 3)	AGAINST (see Note 3)
5.	(a) To approve, confirm and ratify the framework vehicle repair and maintenance agreement (“ 2024 Framework Vehicle Repair and Maintenance Agreement ”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof; and		
	(b) To approve, confirm and ratify the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the 2024 Framework Vehicle Repair and Maintenance Agreement.		
6.	(a) To approve, confirm and ratify the framework second-hand vehicle sale and purchase agreement (“ Framework Second-hand Vehicle Sale and Purchase Agreement ”) dated 29 September 2023 entered into between BetterLife International (for itself and on behalf of its subsidiaries) and eCapital (for itself and on behalf of its subsidiaries) (a copy of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof; and		
	(b) To approve, confirm and ratify the annual caps of for the years ending 31 December 2024, 2025 and 2026, respectively, for the transactions under the Framework Second-hand Vehicle Sale and Purchase Agreement.		

Date: _____

Shareholder’s signature (see Note 5): _____

* Full text of the relevant resolutions are set out in the notice dated 8 November 2023 convening the EGM.

** The English translation of company or entity names in Chinese or another language which are marked with “*” is for identification purpose only.

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 in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- 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 meeting, 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 be present at the meeting, the vote of the senior 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 in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the meeting (i.e. by 10:00 a.m. on Tuesday, 21 November 2023 (Hong Kong time)) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.

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 (“**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 Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at the above address or by email to privacyofficer@computershare.com.hk.