



# Be Friends Holding Limited

## 交個朋友控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1450)

Number of shares to which this form of proxy relates (Note 1)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 6 JUNE 2024

I/We <sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of shares in the issued share capital of Be Friends Holding 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 annual general meeting (the "AGM") of the Company for the year 2024 to be held at Building 5, No. 601 Qiuyi Road, Changhe Street, Binjiang District Hangzhou City, (Zhejiang) Pilot Free Trade Zone, the PRC on Thursday, 6 June 2024 at 2:30 p.m. (Hong Kong time) and at any adjournment thereof.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(Notes 4&5)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and independent auditor of the Company for the year ended 31 December 2023.		
2.	To re-elect Ms. Zhao Hui Li as an executive director of the Company.		
3.	To re-elect Dr. Yu Guo Jie as an independent non-executive director of the Company.		
4.	To re-elect Mr. Kong Hua Wei as an independent non-executive director of the Company.		
5.	To authorise the board of Directors (the "Board") to fix the respective Directors' remuneration.		
6.	To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.		
7.	To give a general mandate to the Directors to repurchase shares of the Company (the "Shares") not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.		
8.	To give a general mandate to the Directors to allot, issue and deal with additional Shares (including resale of any treasury shares of the Company (if any) subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of this resolution.		
9.	Conditional upon the passing of resolution nos. 7 and 8, to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares (including resale of any treasury shares of the Company (if any) subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) by the aggregate number of the Shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR	AGAINST
10.	To approve the adoption of the new memorandum and articles of association of the Company and to authorize any one director or company secretary of the Company to do all things necessary to implement the adoption of the new memorandum and articles of association of the Company.		

Date: \_\_\_\_\_ 2024

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

#### Notes:

- Please insert the number of shares 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). 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 AGM is entitled to appoint a proxy/more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- All resolutions will be put to vote by way of poll at the AGM. Every shareholder of the Company presents in person (in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised. **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 notarially certified copy thereof, must be deposited at 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 the AGM (i.e. not later than 2:30 p.m. on Tuesday, 4 June 2024, Hong Kong time) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.
- The full text of resolutions is set out in the notice convening the AGM.

#### 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 AGM (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 authorised 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.