



## Keep Inc.

(A company incorporated in the Cayman Islands with limited liability)

(Stock code: 3650)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, JUNE 19, 2024 AT 3:00 p.m.

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ shares of Keep Inc. (the "Company")  
hereby appoint<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him/her, the chairman of the meeting as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below (or, if no such direction is given, as my/our proxy shall think fit) at the annual general meeting of the Company (the "Annual General Meeting") (or at any adjournment thereof) to be held at Conference Room 104, Building D, Vanke Time Square, No. 9 Wangjing Street, Chaoyang District, Beijing, China on Wednesday, June 19, 2024 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Annual General Meeting, or any adjournment thereof.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the "Directors") and auditors for the year ended December 31, 2023.		
2.	(a) To re-elect Mr. Peng Wei as an executive Director.		
	(b) To re-elect Mr. Liu Dong as an executive Director.		
	(c) To re-elect Mr. Li Haojun as a non-executive Director.		
	(d) To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
3.	To ratify, confirm and approve the appointment of RSM Hong Kong as the auditor of the Company during the period from February 9, 2024 to the date of the Annual General Meeting; to authorise the Board to fix its remuneration and to ratify, confirm, approve and adopt previously taken by any and all of the Directors in connection with the foregoing; and to re-appoint RSM Hong Kong as the auditor of the Company and to authorise the Board to fix its remuneration.		
4.	To give a general mandate to the Directors to repurchase shares not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) (Ordinary Resolution No. 4 as set out in the notice of the Annual General Meeting).		
5.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) (Ordinary Resolution No. 5 as set out in the notice of the Annual General Meeting).		
6.	Conditional upon passing the Ordinary Resolutions No. 4 and 5, to extend the authority given to the directors pursuant to Ordinary Resolution No. 5 to issue shares by adding to the aggregate nominal amount of the issued share capital of the Company (including any sale or transfer of treasury shares out of treasury) which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of shares repurchased under Ordinary Resolution No. 4.		
7.	To approve the conditional grant of a total of 1,500,000 RSUs to Mr. Wang Ning pursuant to the Post-IPO Share Incentive Plan and that any one Director (except for Mr. Wang Ning) and the company secretary of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.		
8.	To approve the conditional grant of a total of 1,500,000 RSUs to Mr. Peng Wei pursuant to the Post-IPO Share Incentive Plan and that any one Director (except for Mr. Peng Wei) and the company secretary of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.		
9.	To approve the conditional grant of a total of 1,500,000 RSUs to Mr. Liu Dong pursuant to the Post-IPO Share Incentive Plan and that any one Director (except for Mr. Liu Dong) and the company secretary of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.		
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
10.	To approve the amendments to the Twelfth Amended and Restated Memorandum and Articles of Association of the Company; and to adopt the Thirteenth Amended and Restated Memorandum and Articles of Association of the Company (Special Resolution No. 10 as set out in the notice of the Annual General Meeting).		

\* Full text of the proposed resolution is set out in the notice of the Annual General Meeting dated May 28, 2024.

Date this \_\_\_\_\_ 2024 Signature(s) \_\_\_\_\_ (Notes 5&6)

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of Annual General Meeting will act as your proxy.
- 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".** 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.
- 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 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 of shareholders 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 Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 for holding the Annual General Meeting (i.e. not later than 3:00 p.m. on Monday, June 17, 2024) 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 Annual General Meeting (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar at the above address.