



Nayuki Holdings Limited

奈雪的茶控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2150)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We ^(Note 2) _____
of _____
being the registered holder(s) of ^(Note 3) _____ shares of US\$0.00005 each in the capital of
Nayuki Holdings Limited (the “Company”), **HEREBY APPOINT** the Chairman of the meeting or ^(Note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or at any adjournment thereof) of the Company to be held at
Supreme Conference Room, 3311, 3F, Building 3, Huangguan Science Park, Chegongmiao Industrial Zone, Futian, Shenzhen, PRC on June 28, 2024 at 3:00
p.m. (the “Meeting”) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at
the Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication
is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditor of the Company for the year ended December 31, 2023.		
2.	(i) To re-elect Mr. Zhao Lin as executive Director;		
	(ii) To re-elect Mr. Deng Bin as executive Director;		
	(iii) To re-elect Mr. Wei Guoxing as non-executive Director;		
	(iv) To re-elect Mr. Ma Yanjun as non-executive Director;		
	(v) To re-elect Mr. Liu Yiwei as independent non-executive Director;		
	(vi) To re-elect Xie Yongming as independent non-executive Director;		
	(vii) To authorize the board of Directors (the “Board”) to fix remuneration of the Directors.		
3.	To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix remuneration of auditor.		
4.	(i) To grant a general mandate to the Directors to allot, issue and deal with the Company’s shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the total number of shares in issue (excluding any treasury shares).		
	(ii) To grant a general mandate to the Directors to repurchase the Company’s shares of up to 10% of the total number of shares in issue (excluding any treasury shares) and to determine such shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled.		
	(iii) To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by the total number of shares repurchased by the Company.		

Signature ^(Note 6): _____

Date: _____

Notes:

- Unless the context otherwise requires, capitalised terms used in this proxy form have the same meanings as defined in the circular of the Company dated May 30, 2024 and to which this proxy form relates.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s) to which the 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 any proxy other than the chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. 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 or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorised.
- In the case of joint holders the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the 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.
- To be valid, this form of proxy, together with any 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.