



# 奇点国际有限公司

## Qidian International Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1280)

Number of shares to which this form of proxy relates<sup>(Note 1)</sup>

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 31 MAY 2021

I/We<sup>(Note 2)</sup>

of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Qidian International Co., Ltd. (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 extraordinary general meeting (the "EGM") of the Company to be held at Conference Room, 11th Floor, Block 1, Wangjing Chengying Centre, Laiguangying West Road, Chaoyang District, Beijing, the PRC on Monday, 31 May 2021 at 11:00 a.m. (and at any adjournment thereof).

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p><b>"THAT</b></p> <p>(i) the increase in the authorised share capital of the Company from US\$4,000,000 divided into 200,000,000 shares of the Company ("Shares", each a "Share") of US\$0.02 each to US\$12,000,000 divided into 600,000,000 Shares by creating an additional 400,000,000 unissued Shares (the proposed "Authorised Share Capital Increase") be and is hereby approved; and</p> <p>(ii) any one of the directors of the Company (the "Director(s)") be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by his/her to be necessary, desirable or expedient to carry out or give effect to proposed Authorised Share Capital Increase."</p>		
2.	<p><b>"THAT</b></p> <p>(i) the subscription and capitalisation agreement (the "Subscription and Capitalisation Agreement") dated 7 April 2021 entered into between the Company as issuer and Noble Trade International Holdings Limited (聖行國際集團有限公司) as subscriber in relation to, the proposed subscription of 36,546,624 Shares (the "Subscription Shares") at the subscription price of HK\$1.14 per Subscription Shares to, among other things, capitalise the amount owed by the Group to the Subscriber of approximately HK\$40,734,167 as at the date of the Subscription and Capitalisation Agreement on and subject to the terms and conditions thereof (a copy of the Subscription and Capitalisation Agreement marked "A" and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Subscription Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate (the "Specific Mandate") to allot and issue 36,546,624 new Shares in accordance with the terms and conditions of the Subscription and Capitalisation Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(iii) any one Director be and is hereby authorised to sign and execute perfect and deliver all such documents and deeds, and do all such acts, matters and things as the case may be which in his/her opinion may be necessary, desirable or expedient to carry out or give effect to transactions under the Subscription and Capitalisation Agreement and the allotment and issue of the Subscription Shares."</p>		

Date: \_\_\_\_\_ 2021

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**.
- 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 EGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 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 or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized 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 certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

#### 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 EGM of the Company (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 Tricor Investor Services Limited at the above address.