

BAIWANG CO., LTD.

百望股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6657)

FORM OF PROXY FOR THE 2024 ANNUAL GENERAL MEETING

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

I/We ^(Note 2) _____
of _____
(address) _____

being the holder(s) of _____ domestic shares (the “**Domestic Shares**”)/overseas listed foreign Shares (the “**H Shares**”) ^(Note 3) of RMB1.0 each in the share capital of Baiwang Co., Ltd. (the “**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or _____ ^(Note 4)
of (address) _____

as my/our proxy(ies) to attend the 2024 annual general meeting of the Company to be held at Conference Room No. 5, 18/F, Building No. 1, Division 1, No. 81 Beiqing Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**”) at 10:30 a.m. on Friday, June 27, 2025 or any adjournment thereof (the “**AGM**”) and to vote at such meeting or at any adjournment thereof in respect of the following resolution as hereunder indicated on behalf of me/us. If no indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS ^(Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the report of the directors of the Company for the year of 2024			
2.	To consider and approve the report of the board of supervisors of the Company for the year of 2024			
3.	To consider and approve the annual report of the Company and its subsidiaries for the year of 2024			
4.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year of 2024			
5.	To consider and approve the financial budget plan of the Company and its subsidiaries for the year of 2025			
6.	To consider and approve no final dividend of the Company being declared for the year of 2024			
7.	To consider and approve the appointment of RSM China CPA LLP as the new independent auditor of the Company following the retirement of Deloitte Touche Tohmatsu, and the authorization on the Board to determine the specific matters in relation to such appointment			
SPECIAL RESOLUTIONS ^(Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
8.	To consider and approve the grant of general mandate to the Board to issue new Shares and sale or transfer of Treasury Shares			
9.	To consider and approve the grant of general mandate to the Board to repurchase H Shares			
10.	To consider and approve the adoption of 2025 Share Incentive Schemes			
11.	To consider and approve the authorization to the Board and/or the Delegatee(s) to handle matters pertaining to 2025 Share Incentive Schemes			

Note A: Unless otherwise specified, capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated June 3, 2025.

Dated: _____

Shareholder's Signature ^(Note 6) _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**
- Important:** If you wish to vote for any resolution, please put a tick in the box marked “**FOR**” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “**AGAINST**” or insert the number of shares held by you. If you wish to abstain from voting on any resolution, please put a tick in the box “**ABSTAIN**”. Where there are ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as “**ABSTAIN**”. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its legal representative or attorney or other officer duly authorised.
- To be valid, for holders of H Shares, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the AGM. For holders of Domestic Shares, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the office of the board of the Company, at 14/F & 15/F, Building No. 1, Division 1, No. 81 Beiqing Road, Haidian District, Beijing, the PRC not less than 24 hours before the time appointed for holding the AGM.
- In the case of joint holders of shares of the Company, only holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the AGM either in person or by proxy in respect of such shares.
- The AGM is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses. Shareholders and proxies shall present their identity documents when attending the AGM.