



Bairong Inc.

百融雲創

(A company controlled through weighted voting rights and incorporated in the Cayman Islands
with limited liability)

(Stock Code: 6608)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
TO BE HELD ON JUNE 21, 2024**

Number of shares to which this form of proxy relates (Note 1)	Class A Shares
	Class B Shares

I/We, (Note 2) _____
of _____
being the registered holder(s) of shares (Note 1) in the issued share capital of Bairong Inc. (the “Company”), HEREBY APPOINT THE CHAIRMAN OF
THE MEETING (Note 4) or _____
of _____
as my/our proxy to attend the annual general meeting (and any adjourned meeting) of the Company (the “Annual General Meeting”) to be held at Room 1819, 18th Floor, China
Building, 29 Queen’s Road Central, Hong Kong on Friday, June 21, 2024 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out
in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated
below.

ORDINARY RESOLUTIONS [#]		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Directors”) and independent auditor of the Company (the “Auditor”) for the year ended December 31, 2023.		
2.	To re-elect Mr. Zheng Wei as an executive Director.		
3.	To re-elect Professor Liao Jianwen as a non-executive Director.		
4.	To re-elect Professor Chen Zhiwu as an independent non-executive Director.		
5.	To re-elect Mr. Zhou Hao as an independent non-executive Director.		
6.	To re-elect Dr. Li Yao as an independent non-executive Director.		
7.	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
8.	To re-appoint KPMG as Auditor and to authorise the Board to fix their remuneration for the year ending December 31, 2024.		
9.	To grant a general mandate to the Directors to repurchase the Company’s shares not exceeding 10% of the total number of issued shares of the Company (excluding any class B shares that are held as treasury shares) as at the date of passing this resolution (the “Share Repurchase Mandate”).		
10.	To grant a general mandate to the Directors to issue, allot and deal with new class B ordinary shares of the Company not exceeding 20% of the total number of issued shares of the Company (excluding any class B shares that are held as treasury shares) as at the date of passing this resolution (the “Share Issue Mandate”).		
11.	Conditional upon the passing of resolutions nos. 9 and 10, to extend the Share Issue Mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company (excluding any class B shares that are held as treasury shares) under the Share Repurchase Mandate.		
12.	To grant of 19,202,400 share options to Mr. Zhang Shaofeng, an executive Director, the chairman of the Board and a substantial shareholder of the Company, at an exercise price of HK\$13.8 per class B share under the 2021 ESOP.		
13.	To approve and adopt (i) the 2024 share scheme of the Company (the “2024 Share Scheme”); and (ii) the scheme mandate limit under the 2024 Share Scheme (being 10% of the total number of issued shares of the Company (excluding any class B shares that are held as treasury shares) as at the date of passing this resolution) that new class B ordinary shares of the Company may be issued in respect of all share options and/or share awards to be granted to the eligible participants under the 2024 Share Scheme or any other share schemes of the Company.		
14.	Conditional upon the passing of resolution no. 13, to approve and adopt the service provider sublimit on the total number of shares of the Company that new class B ordinary shares of the Company may be issued in respect of all share options and/or share awards to be granted to the Service Provider under the 2024 Share Scheme and any other schemes of the Company.		
SPECIAL RESOLUTION [#]		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
15.	To approve and adopt the fifth amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing fourth amended and restated memorandum and articles of association of the Company with immediate effect after the closing of the Annual General Meeting, and to authorise any one of the Directors to do all things necessary or expedient to implement the adoption of the fifth amended and restated memorandum and articles of association of the Company.		

The full text of the resolutions is set out in the notice of the Annual General Meeting.

Dated this _____ day of _____, 2024

Signature (Note 7): _____

Notes:

- Please state the number of relevant class(es) of shares of the Company registered in your name(s) in the box on the top right hand corner. 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint any number of proxies to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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.
- All resolutions will be put to vote by way of poll at the meeting. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above. 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be 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 not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting thereof.
- In the 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 of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.