



**江南布衣**  
JIANGNANBUYI

**JNBY Design Limited**  
**江南布衣有限公司**

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3306)

**FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of JNBY Design Limited (the “Company”) hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_

of <sup>(Note 3)</sup> \_\_\_\_\_  
or failing him/her, the chairman of the annual general meeting (the “AGM”) as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at Ballroom C, Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 24 October 2024 at 10:30 a.m., and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the AGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the AGM in such manner as he/she thinks fit.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 30 June 2024.		
2.	To consider and approve the declaration of a final dividend of HK\$0.86 per ordinary share (equivalent to approximately RMB0.81 per ordinary share) for the year ended 30 June 2024.		
3.	(A) (i) To re-elect Ms. Wu Huating as an executive director of the Company.		
	(ii) To re-elect Ms. Han Min as an independent non-executive director of the Company.		
	(iii) To re-elect Mr. Hu Huanxin as an independent non-executive director of the Company.		
	(B) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the board of directors of the Company to fix its remuneration.		
5.	(A) To grant a general mandate to the directors to allot, issue and/or otherwise deal with additional securities (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the issued shares of the Company (excluding any treasury shares).		
	(B) To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued shares of the Company (excluding any treasury shares).		
	(C) Conditional upon the passing of the ordinary resolutions number 5(A) and 5(B), to extend the authority given to the directors pursuant to ordinary resolution number 5(A) to issue securities by adding to the number of issued shares of the Company 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 number 5(B).		
Special Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
6.	To consider and approve the proposed amendments to the articles of association of the Company and to adopt the third amended and restated articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024 Signature(s) <sup>(Notes 5 & 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) shall 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 AGM will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY 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.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
- 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, 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 meeting (i.e. before 10:30 a.m. on Tuesday, 22 October 2024). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- The description of each resolution herein is by way of summary only. The full text of it appears in the notice of the AGM.