



建業新生活有限公司

**Central China New Life Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9983)**

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 7 AUGUST 2023**

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares of HK\$0.01 each (“Shares”) in the share capital of Central China New Life Limited (the “Company”), hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) to be held at Room 7708B, 77/F, International Commerce Centre, No. 1 Austin Road West, Kowloon, Hong Kong at 10:00 a.m. on Monday, 7 August 2023 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the EGM as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	<b>ORDINARY RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
1.	<p>(a) Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the award shares to be granted under the New Share Award Scheme, to approve the adoption of the New Share Award Scheme; and to authorise any director of the Company or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme, including but without limitation:</p> <p>(i) to administer the New Share Award Scheme under which award shares will be granted to the Eligible Participants eligible under the New Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the New Share Award Scheme;</p> <p>(ii) to modify and/or amend the New Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Award Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;</p> <p>(iii) to grant award shares under the New Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;</p> <p>(iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance; and</p> <p>(v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;</p>		

	ORDINARY RESOLUTION	FOR	AGAINST
	(b) the approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Award Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.		
2.	Conditional upon resolution no. 1 above being passed, to approve the termination of the Existing Share Award Scheme which was adopted by the Company on 12 July 2021 and the Post-IPO Share Option Scheme which was adopted by the Company on 29 April 2020 with effect from the adoption of the New Share Award Scheme.		
3.	Conditional upon resolution no. 1 above being passed, to approve the Conditional Grant (consisting of the grant of 6,000,000 Awarded Shares to Mr. Wang Jun, 3,000,000 Awarded Shares to Mr. Shi Shushan and 1,500,000 Awarded Shares to Ms. Wu Lam Li) pursuant to the New Share Award Scheme and that any one director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.		

Dated this \_\_\_\_\_, 2023

Signature: \_\_\_\_\_

*Notes:*

1. Please insert your full name and address in BLOCK CAPITALS in the space provided. The names of all joint holders should be stated.
2. Please insert the number of Shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those Shares. If not, this proxy form will be deemed to relate to all the Shares registered in your name (whether alone or jointly with others).
3. Please insert the full name(s) and address(es) of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. A proxy needs not be a member of the Company but must attend the EGM in person to represent you. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
4. IMPORTANT: If you wish to vote for any resolution, please tick in the appropriate box marked "For". If you wish to vote against any resolution, please tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution 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 of EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. The full descriptions of the resolutions proposed to be considered and approved at the EGM are set out in the notice of EGM dated 20 July 2023, which is also available at the Company's website at [www.ccnewlife.com.cn](http://www.ccnewlife.com.cn).
7. In the case of joint holders of any Share, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto. However, if more than one of such joint holders is present at the EGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
8. 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 notarially certified copy of that power or authority, must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Delivery of an instrument appointing a proxy will not preclude you from attending and voting in person, at the EGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

The description of the resolution in this form is by way of summary only. Please refer to the notice of the EGM dated 20 July 2023.