



友誼時光
F R I E N D T I M E S

FriendTimes Inc.

友誼時光股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6820)

FORM OF PROXY

Form of proxy for use by shareholders of FriendTimes Inc. (the “Company”) at the annual general meeting (the “AGM”) of the Company to be held at Conference Room, 3rd Floor, FriendTimes Building, No.68 Qitai Road, Suzhou Industrial Park, Jiangsu Province, the PRC on Tuesday, 16 May 2023 at 10:00 a.m. (or any adjournment thereof)

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the notice of the AGM dated 20 April 2023 (the “Notice”).

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of US\$0.00001 each in the issued share capital of the Company

HEREBY APPOINT the Chairman of the meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at Conference Room, 3rd Floor, FriendTimes Building, No.68 Qitai Road, Suzhou Industrial Park, Jiangsu Province, the PRC on Tuesday, 16 May 2023 at 10:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS ^(Note 9)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2022.		
2.	To declare a special dividend of HK6 cents per share for the year ended 31 December 2022.		
3.	(a) To re-elect Mr. Jiang Xiaohuang as an executive director.		
	(b) To re-elect Mr. Xu Lin as an executive director.		
	(c) To re-elect Mr. Zhu Wei as an independent non-executive director.		
	(d) To authorise the board of directors of the Company to fix the respective directors’ remuneration.		
4.	To re-appoint KPMG, Certified Public Accountants as the auditor of the Company until the conclusion of the next annual general meeting of the Company and authorise the Board to fix the auditor’s remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company.		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company.		
7.	To extend the general mandate given to the directors of the Company pursuant to ordinary resolution No.5 to issue, allot and deal with additional shares in the share capital of the Company by the aggregate number of shares repurchased by the Company under ordinary resolution No.6.		
SPECIAL RESOLUTION ^(Note 9)		FOR ^(Note 4)	AGAINST ^(Note 4)
8.	To approve the amendment to the existing memorandum and articles of association of the Company as set out in Appendix III to the circular of the Company dated 20 April 2023 (the “Proposed Amendments”) and the adoption of the second amended and restated memorandum and articles of association containing all the Proposed Amendments in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.		

Date: _____ 2023 Signature(s) _____ ^(Note 5 and 6)

Notes:

- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company 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 the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM 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 proxy need not to be a member of the Company but must be present in person at the AGM to represent you. Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his/her vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any amendment to the resolutions referred to in the notice convening the AGM which has been properly put to the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a member being a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised in writing.
- In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM, the vote of the senior 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), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy and (if requested by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. before Sunday, 14 May 2023 at 10:00 a.m.) or any adjournment thereof, as the case may be.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish and in such event, this form of proxy shall be deemed to be revoked.
- The full text of the resolutions appear in the notice convening the AGM as contained in the Company’s circular dated 20 April 2023.
- The resolutions as set out above will be taken by way of poll.

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 AGM (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.