



Boyaa Interactive International Limited

博雅互動國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0434)

Form of proxy for the Annual General Meeting to be held on Friday, 19 April 2024

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2) of USD0.00005 each
in the share capital of the above-named Company HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING
or^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the said Company to be held physically at Plaza 4,
Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 19 April 2024 at 3:00 p.m. (the "Annual General Meeting" or the
"Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of Annual General Meeting dated 28 March 2024 (the
"Notice") 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^(Note 4).

	ORDINARY RESOLUTIONS ^(Note 5)	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2023.		
2.	To declare a final dividend of HK\$0.0372 per ordinary share for the year ended 31 December 2023.		
3.	(a) To re-elect Mr. Dai Zhikang as an executive director of the Company. (b) To authorize the board of directors (the "Board") of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorize the Board to fix its remuneration.		
5.	To give a general mandate to the directors of the Company to repurchase shares in the Company (the "Shares") not exceeding 10% of the total number of issued Shares.		
6.	To give 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.		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares by adding thereto the number of Shares repurchased by the Company.		
8.	(a) To approve and confirm an acquisition mandate (the "Acquisition Mandate") to authorize and empower the directors of the Company in advance to conduct potential cryptocurrency acquisitions (the "Potential Cryptocurrency Acquisitions"), for an aggregate amount not exceeding US\$100 million, during a period of 12 months from the date on which this ordinary resolution is duly passed by the shareholders of the Company, as more particularly described in the Company's circular dated 28 March 2024. (b) To consider and approve that any one or more of the directors of the Company be and are hereby authorized for and on behalf of the Company and in its name to execute each other documents, instruments, instructions and agreements and to do all such acts or things which he/she/they may consider necessary, expedient or desirable to give effect to the Acquisition Mandate and any one of the Potential Cryptocurrency Acquisitions contemplated thereunder.		
9.	(a) To approve and adopt the rules of the new share option scheme of the Company (the "New Share Option Scheme"), and to authorize the directors of the Company to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation to grant option and to allot, issue and deal with Shares pursuant to the exercise of any options granted thereunder. (b) To approve the total number of Shares to be allotted and issued pursuant to the New Share Option Scheme, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10% of the Shares in issue as at the date of passing of this resolution.		

Dated this _____ day of _____ 2024

Signed^(Note 8) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick 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 amendment of a resolution put to the Meeting.
- The description of the Resolutions is by way of summary only. The full text appears in the Notice.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- 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 thereof, shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. not later than 5:00 p.m. on Wednesday, 17 April 2024) or any adjournment thereof.
- 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 seal or under the hand of a senior executive, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the form of proxy shall be deemed to be revoked.

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 annual general meeting of the Company (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 the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.