

**NAAS TECHNOLOGY INC.**

(Incorporated in the Cayman Islands with limited liability)  
(Nasdaq Ticker: NAAS)

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**FORM OF PROXY FOR ANNUAL GENERAL MEETING**

to be held on April 19, 2023

(or any adjourned or postponed meeting thereof)

**Introduction**

This Form of Proxy is furnished in connection with the Annual General Meeting of the Company (the “**AGM**”) to be held at Newlink Center, Area G, Building 7, Huitong Times Square, No.1 Yaojiayuan South Road, Chaoyang District, Beijing, 100024, The People’s Republic of China, on April 19, 2023 at 10:00 AM (Beijing time), and at any adjourned or postponed meeting thereof.

Holders of record of our ordinary shares at the close of business on March 23, 2023 (Cayman Islands time) (the “**Record Date**”) are entitled to attend the AGM and any adjournment or postponement thereof in person.

**To be valid, this Form of Proxy must be completed, signed, and returned to the Company’s offices (to the attention of: Investors Relationship Department, (010) 8551 1868, Newlink Center, Area G, Building 7, Huitong Times Square, No. 1, Yaojiayuan South Road, Chaoyang District, Beijing), as soon as possible so that it is received by the Company no later than 48 hours before the time of the AGM.**

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(or any adjourned or postponed meeting thereof)

I/We, \_\_\_\_\_

Please Print Name(s)

of \_\_\_\_\_

Please Print Address(es)

the undersigned, being the registered holder of \_\_\_\_\_ Class A ordinary shares<sup>1</sup>, par value US\$0.01 per share, \_\_\_\_\_ Class B ordinary shares<sup>1</sup>, par value US\$0.01 per share, and \_\_\_\_\_ Class C ordinary shares<sup>1</sup>, par value US\$0.01 per share of NaaS Technology Inc. (the “Company”), hereby appoint the Chairman of the Annual General Meeting<sup>2</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company to be held at Newlink Center, Area G, Building 7, Huitong Times Square, No.1 Yaojiayuan South Road, Chaoyang District, Beijing, 100024, The People’s Republic of China (or at any adjourned or postponed meeting thereof), and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit.

	PROPOSALS	FOR (Note 3)	AGAINST (Note 3)	ABSTAIN (Note 3)
1.	As an ordinary resolution:  <b>THAT</b> the Company’s authorized share capital be varied and increased by (i) the creation of an additional 5,300,000,000 Class A ordinary shares of a par value of US\$0.01 each, and (ii) the creation of 2,200,000,000 additional shares as such class or series (however designated) as the board of directors of the Company may determine in accordance with the Second Amended and Restated Memorandum and Articles of Association, such that following such increase and variation, the	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> Please insert the number of or strike out the class of shares registered in your name(s) to which this proxy relates. If no number is inserted, this proxy will be deemed to relate to all the shares in the Company registered in your name(s).

<sup>2</sup> 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. A shareholder may appoint one or more proxies to attend and vote in his stead. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.

<sup>3</sup> **IMPORTANT:** If you wish to vote for a particular resolution, tick the appropriate box marked “for”. If you wish to vote against a particular resolution, tick the appropriate box marked “against”. If you wish to abstain from voting on a particular resolution, tick the appropriate box marked “abstain”. You may also insert the number of shares to be voted for or against or to abstain, in the boxes above in respect of each resolution. If you do not complete this section, your proxy will vote or abstain at his/her discretion, as he/she will on any other business that may be raised at the AGM.

	PROPOSALS	FOR (Note 3)	AGAINST (Note 3)	ABSTAIN (Note 3)
	authorized share capital of the Company shall be US\$100,000,000, divided into 10,000,000,000 shares comprising (i) 6,000,000,000 Class A Ordinary Shares of a par value of US\$0.01 each, (ii) 300,000,000 Class B Ordinary Shares of a par value of US\$0.01 each, (iii) 1,400,000,000 Class C Ordinary Shares of a par value of US\$0.01 each, and (iv) 2,300,000,000 shares as such Class or series (however designated) as the board of directors of the Company may determine in accordance with the Second Amended and Restated Memorandum and Articles of Association (the “ <b>Increase of Share Capital</b> ”).			
2.	As a special resolution:  <b>THAT</b> the Company’s Amended and Restated Memorandum and Articles of Association be amended and restated by the deletion in their entirety and by the substitution in their place of the Second Amended and Restated Memorandum and Articles of Association in the form attached hereto as Exhibit A to the Notice of Annual General Meeting to reflect the Increase of Share Capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	As an ordinary resolution:  <b>THAT</b> (i) the Company give, make, sign, execute and deliver all such agreements, letters, notices, certificates, acknowledgements, instructions and other documents (whether of a like nature or not) in relation to the matters contemplated in the foregoing resolutions as may be considered necessary or desirable by any director or officer of the Company for the purpose of the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the matters described in the foregoing resolutions, and (ii) any one director or officer or the registered office provider of the Company be and is hereby authorized to take any and every action that might be necessary, appropriate, or desirable to give effect to the foregoing resolutions as such director or officer or the registered office provider, in his/her/its absolute discretion, thinks fit, including but not limited to, attendance on any filing or registration procedures for and on behalf of the Company in the Cayman Islands.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature(s)<sup>4</sup> \_\_\_\_\_

\_\_\_\_\_

<sup>4</sup> 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 under seal or executed under the hand of an officer or attorney duly authorized to sign the same.