
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2022

Commission File Number: 001-37385

Baozun Inc.

**No. 1-9, Lane 510, West Jiangchang Road
Shanghai 200436
The People's Republic of China
(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Baozun Inc.

By: /s/ Arthur Yu

Name: Arthur Yu

Title: Chief Financial Officer

Date: May 27, 2022

Exhibit Index

[Exhibit 99.1 — Press Release](#)

[Exhibit 99.2 — Notice of Annual General Meeting](#)

[Exhibit 99.3 — Proxy Statement for Annual General Meeting](#)

[Exhibit 99.4 — Form of Proxy for Annual General Meeting](#)

[Exhibit 99.5 — Form of Voting Card for American Depositary Shares](#)

Baozun Schedules 2022 Annual General Meeting of Shareholders

SHANGHAI, CHINA – May 27, 2022 – Baozun Inc. (NASDAQ: BZUN and HKEX: 9991) (“Baozun” or the “Company”), the leading brand e-commerce service partner that helps brands execute their e-commerce strategies in China, announced today that it will hold its 2022 annual general meeting of shareholders on June 27, 2022, at 2:00 p.m., Singapore Time (or 2:00 a.m. on June 27, 2022, New York Time). The meeting will be held at 7 Temasek Boulevard, Level 32 Suntec Tower One, Singapore 038987.

Copies of the notice of 2022 annual general meeting, which sets forth the resolutions to be submitted to shareholder approval at the meeting, along with proxy statement, proxy form and voting card form are available on the Company’s investor relations website at <http://ir.baozun.com>.

Holders of record of the Company’s ordinary shares, par value US\$0.0001 per share (the “Ordinary Shares”), as of the close of business on Thursday, May 26, 2022, Hong Kong time, will be eligible to attend and vote at the 2022 annual general meeting of shareholders. Holders of record of the Company’s American Depositary Shares (the “ADSs”) as of the close of business on Thursday, May 26, 2022, New York Time, who wish to exercise their voting rights for the underlying Class A ordinary shares, par value US\$0.0001 per share, must give voting instructions to JPMorgan Chase Bank, N.A., the depository of the ADSs.

The Company has filed its annual report for the year ended December 31, 2021 with the U.S. Securities and Exchange Commission at www.sec.gov (for the annual report on Form 20-F) and with The Stock Exchange of Hong Kong Limited at www.hkexnews.hk (for the Hong Kong annual report) on April 29, 2022, New York Time. The annual report can be accessed on the Company’s investor relations website at <http://ir.baozun.com> as well as the website of the U.S. Securities and Exchange Commission at www.sec.gov (for the annual report on Form 20-F) and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk (for the Hong Kong annual report).

About Baozun Inc.

Baozun Inc. is the leader and a pioneer in the brand e-commerce service industry in China. Baozun empowers a broad and diverse range of brands to grow and succeed by leveraging its end-to-end e-commerce service capabilities, omni-channel coverage and technology-driven solutions. Its integrated one-stop solutions address all core aspects of the e-commerce operations covering IT solutions, online store operations, digital marketing, customer services, and warehousing and fulfillment.

For more information, please visit <http://ir.baozun.com>

For investor and media inquiries, please contact:

Baozun Inc.

Ms. Wendy Sun

ir@baozun.com

BAOZUN INC.

(Incorporated in the Cayman Islands with limited liability)
(NASDAQ Ticker: BZUN; HKEX Stock Code: 9991)

NOTICE OF ANNUAL GENERAL MEETING

to Be Held on June 27, 2022
(or any adjourned meeting thereof)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Baozun Inc. (the “**Company**”) will be held at 7 Temasek Boulevard, Level 32 Suntec Tower One, Singapore 038987, on June 27, 2022 at 2:00 p.m., Singapore Time (or 2:00 a.m. on June 27, 2022, New York Time), and at any adjourned meeting thereof, for the following purposes:

AGENDA

To consider and, if thought fit, pass the following resolutions:

1. BY WAY OF AN ORDINARY RESOLUTION:

THAT the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the Company's independent registered public accounting firm and the Company's independent auditor, respectively, to audit the Company's consolidated financial statements to be filed with the U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited, respectively, for the year ending December 31, 2022 and the authorization for the directors of the Company to determine the remuneration of the Company's independent registered public accounting firm and the Company's independent auditor be authorized, approved and ratified;

2. BY WAY OF AN ORDINARY RESOLUTION:

THAT Ms. Yang Liu be re-elected as a director of the Company; and

3. BY WAY OF AN ORDINARY RESOLUTION:

THAT subject to the approval of resolutions 1 – 2 above, each director or officer of the Company be authorized to take any and every action that might be necessary, appropriate or desirable to effect resolutions 1 – 2 as such director or officer, in his or her absolute discretion, thinks fit.

Further details of the proposals above are set out in the proxy statement (which proxy statement is hereby incorporated into this notice by reference).

ORDINARY SHARES RECORD DATE AND ADS RECORD DATE

The Board of Directors of the Company has fixed the close of business on Thursday, May 26, 2022, Hong Kong time, as the record date (the “**Ordinary Shares Record Date**”) of ordinary shares of the Company, par value US\$0.0001 per share (“**Ordinary Shares**”). Holders of record of the Company's Ordinary Shares as of the Ordinary Shares Record Date are entitled to attend and vote at the AGM and any adjourned meeting thereof.

Holders of record of American Depositary Shares (the “**ADSs**”) as of the close of business on Thursday, May 26, 2022, New York Time (the “**ADS Record Date**”) who wish to exercise their voting rights for the underlying class A ordinary shares, par value US\$0.0001 per share, must give voting instructions to JPMorgan Chase Bank, N.A., the depositary of the ADSs.

ATTENDING THE AGM

Only holders of record of Ordinary Shares as of the Ordinary Shares Record Date are entitled to attend and vote at the AGM. Please note that holders of ADSs are not entitled to attend or vote at the AGM.

We encourage shareholders planning to attend the AGM in person to preregister by sending an email to ir@baozun.com.

In order for us to better protect your health and safety and enable us to comply with government-imposed measures and requirements that may be in effect from time to time due to the COVID-19 pandemic, we may implement certain precautionary measures, including:

- requiring you to wear a surgical face mask at all times during the AGM (please note that no surgical face mask will be provided at the AGM and all attendees should wear their own surgical face masks); and
- no corporate gifts will be provided and no drinks or refreshment will be served.

In addition, persons who are unwell and tested positive for COVID-19 are not allowed to attend the AGM. Persons who are close contacts of an infected person are required to take an antigen rapid test (the “ART”) self-test prior to leaving their residence and such persons may attend the AGM only if the ART result is negative.

Any holder of Ordinary Shares and any duly appointed proxy or corporate representative of a holder of Ordinary Shares, or any other person claiming a right to attend the AGM, must be, and must appear to be healthy to attend the AGM both at the point of entry and throughout the proceedings of the meeting. Any person who is not in such condition at all relevant times, or who does not comply with any precautionary measures being implemented, in each case in the reasonable view of any officer or agent of the Company, may be refused entry to the AGM, or may be instructed to leave the AGM at any time. All officers and agents of the Company reserve the right to refuse any person entry to the AGM, or to instruct any person to leave the AGM, where such officer or agent reasonably considers that such refusal or instruction is or may be required for the Company to be able to comply with applicable laws and regulations. The exercise of such right to refuse entry or instruct to leave shall not invalidate the proceedings at the AGM.

PROXY FORMS AND ADS VOTING CARDS

A holder of Ordinary Shares as of the Ordinary Shares Record Date may appoint a proxy to exercise his or her rights at the AGM. A holder of ADSs as of the ADS Record Date will need to instruct JPMorgan Chase Bank, N.A., the depository of the ADSs, as to how to vote the Ordinary Shares represented by the ADSs. Please refer to the proxy form (for holders of Ordinary Shares) or ADS voting card (for holders of ADSs) and also the proxy statement for further details and instructions. The proxy statement and the proxy form are also available for viewing on the “Investor Relations — Shareholder Meeting” section of our website at <http://ir.baozun.com>, website of the U.S. Securities and Exchange Commission (www.sec.gov) and website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Holders of record of the Company’s Ordinary Shares as of the Record Date are cordially invited to attend the AGM in person. Your vote is important. You are urged to complete, sign, date and return the accompanying proxy form to us (for holders of Ordinary Shares) or your voting instructions to JPMorgan Chase Bank, N.A. (for holders of the ADSs) as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. We must receive the proxy form by no later than 2:00 p.m., Hong Kong time, on June 25, 2022 to ensure your representation at the AGM, and JPMorgan Chase Bank, N.A. must receive your voting instructions by no later than 12:00 p.m., New York Time, on June 17, 2022 to enable the votes attaching to the Ordinary Shares represented by your ADSs to be cast at the AGM.

ANNUAL REPORT

The Company's annual report for the year ended December 31, 2021 can be accessed on the Company's investor relations website at <http://ir.baozun.com> as well as the website of the U.S. Securities and Exchange Commission at www.sec.gov (for the annual report on Form 20-F) and website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk (for the Hong Kong annual report). The Company will provide a hard copy of its annual report for the year ended December 31, 2021 containing the audited consolidated financial statements, free of charge, to its shareholders and holders of ADSs upon request. Requests should be directed to the Company's investor relations department at ir@baozun.com.

By Order of the Board of Directors of Baozun Inc.

/s/ Vincent Wenbin Qiu

Vincent Wenbin Qiu
Chairman

Shanghai, People's Republic of China
May 27, 2022

BAOZUN INC.

(Incorporated in the Cayman Islands with limited liability)
(NASDAQ Ticker: BZUN; HKEX Stock Code: 9991)

Proxy Statement for Annual General Meeting

to Be Held on June 27, 2022
(or any adjourned meeting thereof)

GENERAL

The board of directors (the “Board”) of Baozun Inc. (the “Company” or “we”) is soliciting proxies for the annual general meeting of shareholders of the Company (the “AGM”) to be held on June 27, 2022 at 2:00 p.m., Singapore Time (or 2:00 a.m. on June 27, 2022, New York Time). The AGM will be held at 7 Temasek Boulevard, Level 32 Suntec Tower One, Singapore 038987.

You can review and download the proxy statement and the proxy form at the “Investor Relations — Shareholder Meeting” section of the Company’s website at <http://ir.baozun.com>, website of the U.S. Securities and Exchange Commission (www.sec.gov) and website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

RECORD DATE, SHARE OWNERSHIP AND QUORUM

Only holders of the Company’s ordinary shares, par value US\$0.0001 per share (“Ordinary Shares”) of record as of the close of business on Thursday, May 26, 2022, Hong Kong time (the “Ordinary Shares Record Date”) are entitled to attend and vote at the AGM.

Holders of American Depositary Shares (“ADSs”) issued by JPMorgan Chase Bank, N.A., as Depositary of the ADSs, each representing three of our Class A Ordinary Shares, par value US\$0.0001 per share (the “Class A Ordinary Shares”) do not have direct right to attend or vote under the Company’s current effective Fifth Amended and Restated Memorandum and Articles of Association. Holders of ADSs as of the close of business on Thursday, May 26, 2022, New York Time (the “ADS Record Date”) will be able to instruct JPMorgan Chase Bank, N.A., the holder of record of Class A Ordinary Shares represented by ADSs, as to how to vote the Class A Ordinary Shares represented by such ADSs. JPMorgan Chase Bank, N.A., as Depositary of the ADSs, will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted at the AGM the Class A Ordinary Shares it holds in respect of the ADSs in accordance with the instructions which it has properly received from ADS holders.

One or more shareholders holding shares which represent, in aggregate, not less than one-tenth (1/10) of the votes attaching to all issued and outstanding Ordinary Shares and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, shall be a quorum for all purposes.

VOTING AND SOLICITATION

Each Class A Ordinary Share issued and outstanding as of the close of business on the Ordinary Shares Record Date is entitled to one vote at the AGM. Each Class B Ordinary Share issued and outstanding as of the close of business on the Ordinary Shares Record Date is entitled to ten votes at the AGM. A resolution put to the vote at the AGM will be decided on by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by (i) the chairman of the AGM, or (ii) any shareholder present in person or by proxy (or in the case of a shareholder being a corporation or other non-natural person, by its duly authorized representative) with a right to attend and vote at the meeting. A shareholder of the Company who has a material interest in a transaction or arrangement to be approved by a particular resolution relating to such transaction or arrangement will be required to abstain from voting on such resolution.

The solicitation materials are available on the Company's website (<http://ir.baozun.com>), on the website of the U.S. Securities and Exchange Commission (www.sec.gov) and on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

VOTING BY HOLDERS OF ORDINARY SHARES

When proxy forms are properly dated, executed and returned by holders of Ordinary Shares to the mailing address set forth in the proxy form by no later than 2:00 p.m., Hong Kong time, on June 25, 2022 (the deadline for the return of such proxy forms), the Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the holder of the proxy will vote the Ordinary Shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on the proxy form. Where the chairman of the AGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the Ordinary Shares for the resolutions. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. Where any holder of Ordinary Shares abstains from voting on any particular resolution, the votes attaching to such Ordinary Shares will not be included or counted in the determination of the number of Ordinary Shares present and voting for the purposes of determining whether such resolution has been passed (but they will be counted for the purposes of determining the quorum, as described above).

VOTING BY HOLDERS OF ADSs

As the holder of record for all the Class A Ordinary Shares represented by the ADSs, only JPMorgan Chase Bank, N.A., in its capacity as Depository of the ADSs, may attend and vote those Class A Ordinary Shares at the AGM.

We have requested JPMorgan Chase Bank, N.A., as Depository of the ADSs, to distribute to all owners of record of ADSs as of the ADS Record Date, the notice of the AGM, the proxy statement and an ADS Voting Card. Upon the timely receipt from any holders of record of ADSs of voting instructions in the manner specified, JPMorgan Chase Bank, N.A. will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted the number of Class A Ordinary Shares represented by the ADSs in accordance with such voting instructions. Under the terms of the deposit agreement for the ADSs (the "Deposit Agreement"), JPMorgan Chase Bank, N.A. will not vote or attempt to exercise the right to vote other than in accordance with such voting instructions.

There is no guarantee that a holder of ADSs will receive the materials described above with sufficient time to enable such holder to return voting instructions to JPMorgan Chase Bank, N.A. in a timely manner, in which case the Class A Ordinary Shares underlying your ADSs may not be voted in accordance with your wishes.

JPMorgan Chase Bank, N.A. must receive your ADS Voting Card by no later than 12:00 p.m., New York Time, on June 17, 2022 to enable the votes attaching to the Ordinary Shares represented by your ADSs to be cast at the AGM.

REVOCABILITY OF PROXIES AND ADS VOTING CARDS

Any proxy given by a holder of Ordinary Shares by means of a proxy form, and any voting instructions given by an ADS holder by means of an ADS Voting Card, pursuant to this solicitation may be revoked: (a) for holders of Ordinary Shares or ADSs, by submitting a written notice of revocation or a fresh proxy form or fresh ADS Voting Card, as the case may be, bearing a later date, which must be received by the deadlines for returning the proxy forms or ADS Voting Cards set forth above, or (b) for holders of Ordinary Shares only, by attending the AGM and voting in person at the AGM.

PROPOSAL 1: ORDINARY RESOLUTION

THE APPOINTMENT OF DELOITTE TOUCHE TOHMATSU CERTIFIED PUBLIC ACCOUNTANTS LLP AND DELOITTE TOUCHE TOHMATSU AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND THE COMPANY'S INDEPENDENT AUDITOR, RESPECTIVELY, TO AUDIT THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS TO BE FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION AND THE STOCK EXCHANGE OF HONG KONG LIMITED, RESPECTIVELY, FOR THE YEAR ENDING DECEMBER 31, 2022 AND THE AUTHORIZATION FOR THE DIRECTORS OF THE COMPANY TO DETERMINE THE REMUNERATION OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND THE COMPANY'S INDEPENDENT AUDITOR BE AUTHORIZED, APPROVED AND RATIFIED

The Board proposes to authorize, approve and ratify the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the Company's independent registered public accounting firm and the Company's independent auditor, respectively, to audit the Company's consolidated financial statements to be filed with the U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited, respectively, for the year ending December 31, 2022 and the authorization for the directors of the Company to determine the remuneration of the Company's independent registered public accounting firm and the Company's independent auditor.

In the event the holders of Ordinary Shares fail to authorize, approve and ratify Proposal 1, the audit committee (the "Audit Committee") of the Board of the Company will appoint different accounting firm and/or different independent auditor with the requisite qualifications and competence and such appointment will be submitted for approval and ratification by the Company's shareholders at the next general meeting of the Company. Even if the appointment is authorized, approved and ratified at the AGM, the Audit Committee of the Board of the Company, in its discretion, may appoint different accounting firm and/or different independent auditor at any time during the year if it determines that such a change would be in the Company's and its shareholders' best interests. Such appointment of different accounting firm and/or different independent auditor shall also be submitted for approval and ratification by the Company's shareholders at the next general meeting of the Company.

THE BOARD RECOMMENDS A VOTE "FOR" APPROVAL OF PROPOSAL 1.

PROPOSAL 2: ORDINARY RESOLUTION

MS. YANG LIU BE RE-ELECTED AS A DIRECTOR OF THE COMPANY

According to Article 27.4 of the Fifth Amended and Restated Memorandum and Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Ms. Yang Liu, having been appointed as a director of the Company by the Board on July 21, 2021, is required to retire at the AGM and stand for re-election.

Ordinary Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominee named herein. The Board has no reason to believe that the nominee named herein will be unable or unwilling to serve as a Director if elected. In the event that the nominee should be unavailable for election as a result of an unexpected occurrence the nominee will be appointed by the Board and subject to re-election next following annual general meeting of the Company.

Director Nominated for re-election at the AGM

Ms. Yang Liu, aged 38, has served as a member on our board since July 2021. Ms. Liu joined Alibaba Group in September 2014 and currently serves as a senior expert managing the consumer strategy center and partnership development center of Alibaba's Tmall business group. In this role, she leads the promotion of digital brand transformation across a variety of industry verticals by leveraging Alibaba's advanced data technologies, and promotes comprehensive Tmall ecological partnership capabilities that bring technology into best practices. In addition, Ms. Liu created the framework of Tmall consumer strategy methodology and widely applied it to common strategy standards. Prior to Alibaba Group, Ms. Yang Liu worked at IBM from September 2008 to September 2014 and was responsible for implementing cross-industry CRM solutions for IBM's global business consulting division, and she supported leading global brands in delivering customer-centric digital transformation projects. Ms. Liu received her bachelor's degree and master's degree from the Shanghai University of Finance and Economics in 2006 and 2008, respectively, and received an MBA degree from the University of Manchester in 2016.

THE BOARD RECOMMENDS A VOTE "FOR" APPROVAL OF PROPOSAL 2.

PROPOSAL 3: ORDINARY RESOLUTION

SUBJECT TO THE APPROVAL OF RESOLUTIONS 1 – 2 ABOVE, EACH DIRECTOR OR OFFICER OF THE COMPANY BE AUTHORIZED TO TAKE ANY AND EVERY ACTION THAT MIGHT BE NECESSARY, APPROPRIATE OR DESIRABLE TO EFFECT RESOLUTIONS 1 – 2 AS SUCH DIRECTOR OR OFFICER, IN HIS OR HER ABSOLUTE DISCRETION, THINKS FIT.

THE BOARD RECOMMENDS A VOTE “FOR” APPROVAL OF PROPOSAL 3.

OTHER MATTERS

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the form of proxy to vote the Ordinary Shares they represent as the Board may recommend.

By Order of the Board of Directors,

/s/ Vincent Wenbin Qiu

Vincent Wenbin Qiu

Chairman

Dated: May 27, 2022

BAOZUN INC.

(Incorporated in the Cayman Islands with limited liability)

(NASDAQ Ticker: BZUN; HKEX Stock Code: 9991)

Form of Proxy for Annual General Meeting

to Be Held on June 27, 2022

(or any adjourned meeting thereof)

Introduction

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of Baozun Inc., a Cayman Islands exempted company (the “**Company**”), of proxies from the holders of the issued and outstanding ordinary shares, par value US\$0.0001 per share, of the Company (the “**Ordinary Shares**”) to be exercised at the Annual General Meeting of the Company (the “**AGM**”) to be held at 7 Temasek Boulevard, Level 32 Suntec Tower One, Singapore 038987, on June 27, 2022 at 2:00 p.m., Singapore Time (or 2:00 a.m. on June 27, 2022, New York Time), and at any adjourned meeting thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting.

Only the holders of record of the Ordinary Shares at the close of business on Thursday, May 26, 2022, Hong Kong time, as the record date (the “**Ordinary Shares Record Date**”) are entitled to notice of and to vote at the AGM. In respect of the matter requiring shareholders’ vote at the AGM, each Class A Ordinary Share, par value US\$0.0001 per share (the “**Class A Ordinary Share**”), is entitled to one vote, and each Class B Ordinary Share, par value US\$0.0001 per share (the “**Class B Ordinary Share**”) is entitled to ten votes. The quorum of the AGM is one or more shareholders holding shares which represent, in aggregate, not less than one-tenth (1/10) of the votes attaching to all issued and outstanding Ordinary Shares and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative.

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the holder of the proxy will vote the Ordinary Shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the AGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the Ordinary Shares for the resolutions. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the AGM. However, if any other matter properly comes before the AGM, or any adjourned meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) for holders of Ordinary Shares or ADSs, by submitting a written notice of revocation or a fresh proxy form or fresh ADS Voting Card, as the case may be, bearing a later date, which must be received by the deadlines for returning the Forms of Proxy or ADS Voting Cards set forth above, or (ii) for holders of Ordinary Shares only, by attending the AGM and voting in person at the AGM.

You may instruct your proxy to vote some or all of the Ordinary Shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your Ordinary Shares in the same way on any resolution. In this case, please specify in the voting boxes the number of Ordinary Shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.

If two or more persons are jointly registered as holders of an Ordinary Share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company’s register of shareholders in respect of the relevant Ordinary Shares. The senior holder should sign this Form of Proxy, but the names of all other joint holders should be stated on this Form of Proxy in the space provided.

To be valid, this Form of Proxy must be completed, signed and returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible no later than 2:00 p.m., Hong Kong time, on June 25, 2022 to ensure your representation at the AGM.

BAOZUN INC.

(Incorporated in the Cayman Islands with limited liability)

(NASDAQ Ticker: BZUN; HKEX Stock Code: 9991)

Form of Proxy for Annual General Meeting

to Be Held at 7 Temasek Boulevard, Level 32 Suntec Tower One, Singapore 038987, on June 27, 2022 at 2:00 p.m. (local time) **(the “Annual General Meeting”)**

(or any adjourned meeting thereof)

I/We of, being the registered holder of _____ Class A ordinary shares¹, par value US\$0.0001 per share, and _____ Class B ordinary shares¹, par value US\$0.0001 per share, of Baozun Inc. (the “Company”), hereby appoint the Chairman of the Annual General Meeting² or _____ (name) of _____ (address) as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjourned meeting thereof) of the Company, 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 fit³.

No.	RESOLUTIONS	FOR ³	AGAINST ³	ABSTAIN ³
1.	BY WAY OF AN ORDINARY RESOLUTION , that the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the Company's independent registered public accounting firm and the Company's independent auditor, respectively, to audit the Company's consolidated financial statements to be filed with the U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited, respectively, for the year ending December 31, 2022 and the authorization for the directors of the Company to determine the remuneration of the Company's independent registered public accounting firm and the Company's independent auditor be authorized, approved and ratified.			
2.	BY WAY OF AN ORDINARY RESOLUTION , that Ms. Yang Liu be re-elected as a director of the Company.			
3.	BY WAY OF AN ORDINARY RESOLUTION , that subject to the approval of resolutions 1 – 2 above, each director or officer of the Company be authorized to take any and every action that might be necessary, appropriate or desirable to effect resolutions 1 – 2 as such director or officer, in his or her absolute discretion, thinks fit.			

Dated _____, 2022

Signature(s)⁴ _____

1 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 the shares in the Company registered in your name(s).

- 2 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided. **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(s) who sign(s) it.**
 - 3 **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”. If you do not complete this section, your proxy will vote or abstain at his/her discretion.**
 - 4 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.
-

JPMorgan Chase Bank, N.A., Depositary
PO Box 64873 Saint Paul MN 55164-0873

BAOZUN INC.

**TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS ("ADRs")
REPRESENTING ORDINARY SHARES OF
BAOZUN INC.**

Please refer to the reverse side of this card for the Resolutions to be voted at the Meeting.

FOLD AND DETACH HERE

Ordinary Resolutions

	FOR	AGAINST	ABSTAIN
Res. 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Address change Mark box, sign and indicate changes/comments below:

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company.
PLEASE NOTE: Marking this box voids any other instructions marked above.

Sign below Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depositary. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

BAOZUN INC.

ORDINARY RESOLUTIONS

1. That the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the Company's independent registered public accounting firm and the Company's independent auditor, respectively, to audit the Company's consolidated financial statements to be filed with the U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited, respectively, for the year ending December 31, 2022 and the authorization for the directors of the Company to determine the remuneration of the Company's independent registered public accounting firm and the Company's independent auditor be authorized, approved and ratified.
2. That Ms. Yang Liu be re-elected as a director of the Company.
3. That subject to the approval of resolutions 1 – 2 above, each director or officer of the Company be authorized to take any and every action that might be necessary, appropriate or desirable to effect resolutions 1 – 2 as such director or officer, in his or her absolute discretion, thinks fit.

Baozun Inc.
JPMorgan Chase Bank, N.A., Depository
PO Box 64506, Saint Paul MN 55164-0506

Voting Instruction Card

JPMorgan Chase Bank, N.A. (the "Depository") has received advice that the Annual General Meeting (the "Meeting") of Baozun Inc. (the "Company") will be held at 7 Temasek Boulevard, Level 32 Suntec Tower One, Singapore 038987, on June 27, 2022, at 2:00 p.m. Singapore time (or 2:00 a.m. on June 27, 2022, New York Time), for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your ADRs FOR or AGAINST or to ABSTAIN from voting on the Resolutions to be proposed at the Meeting, kindly execute and forward to the Depository the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. The Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or the Nominees of the Depository to vote FOR or AGAINST or to ABSTAIN from voting on the Resolutions, as the case may be. You may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depository before 12:00 p.m. (New York Time), June 17, 2022. Only the registered holders of record at the close of business on May 26, 2022 (New York Time), will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Ordinary Shares of the Company, of record as of the close of business on May 26, 2022 (New York Time), hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Ordinary Shares of the Company represented by such ADRs, on the Resolutions at the Meeting.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If you mark the box to indicate that you wish to give a discretionary proxy to a person designated by the Company, the underlying Ordinary Shares represented by your ADRs will be voted by such person in his or her discretion.

You can review and download the notice of the Meeting, the proxy statement and the proxy form at the "Investor Relations - Shareholder Meeting" section of the Company's website at <https://ir.baozun.com>, website of the U.S. Securities and Exchange Commission (www.sec.gov) and website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be received by the Depository before 12:00 p.m. (New York Time), June 17, 2022.

JPMorgan Chase Bank, N.A., Depository

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.