



AVIC Joy Holdings (HK) Limited

幸福控股(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 260)

PROXY FORM

Form of proxy for use by shareholders of Avic Joy Holdings (HK) Limited (the "Company") at the general meeting (the "Meeting") to be convened at Unit 1804A, 18/F., Tower 1, Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 31 December 2019 at 9:30 a.m. or any adjournment thereof.

I/We ^(note a) _____

of _____

being the holder(s) of _____ ^(note b) shares of the Company hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy ^(note c) at the Meeting of the Company to be held at Unit 1804A, 18/F., Tower 1, Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 31 December 2019 at 9:30 a.m. and any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

ORDINARY RESOLUTION	FOR	AGAINST
<p>THAT:</p> <p>(a) the Company be and is hereby authorised to dispose of the 100% equity interest in Shanghai Shangju Enterprise Co., Ltd.* (上海商聚實業有限公司) by way of public tender through Shanghai United Assets and Equity Exchange Co., Ltd. (上海聯合產權交易所有限公司) (or such other equity exchange as subsequently determined by the Board), in accordance with the major terms as delineated in the announcement of the Company dated 14 November 2019 and the circular dated 12 December 2019 despatched by the Company (the "Proposed Disposal") and the transactions contemplated under such Proposed Disposal be and are hereby approved, ratified and confirmed; and</p> <p>(b) any director of the Company be and is hereby granted in advance the general mandate (the "Proposed Mandate") to proceed with the Proposed Disposal and should there be a successful bidder, to complete the Proposed Disposal and to exercise all the powers of the Company and to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Proposed Disposal.</p>		

Dated the _____ day of _____ 2019.

Shareholder's signature x _____ x ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the box(es) marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first in the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the share registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.