



MAOYE INTERNATIONAL HOLDINGS LIMITED

茂業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 848)

Second Form of Proxy for use at the Annual General Meeting to be held on Friday, 22 May 2020

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
of HK\$0.1 each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 4) or _____
of _____
as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Shenzhen Conference Room, 36/F, Tower A, World Finance Centre, 4003 Shennan East Road, Shenzhen, The People’s Republic of China on Friday, 22 May 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 21 April 2020 (the “**Original Notice**”) and the supplemental notice convening the Meeting dated 7 May 2020 (the “**Supplemental 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.

ORDINARY RESOLUTIONS		FOR ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2019.		
2.	To declare a final dividend of HK1.98 cents per share for the year ended 31 December 2019 to the shareholders of the Company.		
3.	To re-elect Mr. Huang Mao Ru as an executive director of the Company.		
4.	To re-elect Mr. Wang Bin as a non-executive director of the Company.		
5.	To authorise the board of directors of the Company to fix the respective directors’ remuneration.		
6.	To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix auditors’ remuneration.		
7.	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding the number of shares repurchased by the Company.		
10.	To re-elect Ms. Lu Xiaojuan as an executive director of the Company.		
11.	To re-elect Mr. Rao Yong as an independent non-executive director of the Company.		
12.	To re-elect Mr. Gao Yajun as an independent non-executive director of the Company.		

Dated this _____ day of _____ 2020.

Signature ^(Note 7) : _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this second form of proxy (the **"Second Proxy Form"**) will be deemed to relate to all the shares of the Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
4. If any proxy other than the Chairman is preferred, please strike out the words **"THE CHAIRMAN OF THE MEETING"** here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the Original Notice and Supplemental Notice.
6. All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
7. This Second Proxy Form 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 common seal or under the hand of an officer or attorney or other person duly authorized.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
9. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the **"Share Registrar"**) not less than 48 hours before the time fixed for holding this meeting (i.e. not later than 10:00 a.m. on Wednesday, 20 May 2020 (Hong Kong time) or any adjourned meeting (the **"Closing Time"**)).
10. If you have already lodged the first form of proxy issued by the Company on 21 April 2020 (the **"First Proxy Form"**) with the Share Registrar, please note that:
 - (i) subject to (iii) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be entitled to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of Ms. Lu Xiaojuan, Mr. Rao Yong and Mr. Gao Yajun as Directors as set out in the supplemental notice of the Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions.
 - (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
 - (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.
11. If you have not yet lodged the First Proxy Form with the Share Registrar, you are required to lodge this Second Proxy Form if you wish to appoint proxy(ies) to attend the Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.