



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 Proxy Form for use at the Annual General Meeting to be held on Friday, 30 April 2010

I/We (Note 1) _____
of _____

being the registered holder(s) of _____ shares (Note 2) 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 any adjourned meeting) of the Company to be held at Small Connaught Room, 1/F, Mandarin Oriental Hong Kong Hotel, 5 Connaught Road, Central, Hong Kong on Friday, 30 April 2010 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 said meeting 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 of the auditors for the year ended 31 December 2009.		
2.	To declare a final dividend of 1.5 HK cents per share for the year ended 31 December 2009.		
3.	To re-elect Mr. Zhong Pengyi as an executive director of the Company.		
4.	To re-elect Mr. Leung Hon Chuen as an independent non-executive director of the Company.		
5.	To authorize 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 authorize the board of directors of the Company to fix auditors' remuneration.		
7.	To give a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
9.	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 the aggregate nominal amount of shares repurchased by the Company.		

Dated this _____ day of _____ 2010. Signature (Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s).
- 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.
- If any proxy other than the Chairman is preferred, 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES 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 notice convening the meeting.
- 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.
- 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.
- 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.
- To be valid, this Second Proxy Form 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 Branch Share Registrar in Hong Kong (the "Registrar"), Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or any adjourned meeting.
- IMPORTANT: If you have already lodged the proxy form for this meeting despatched to the members of the Company on 26 March 2010 (the "First Proxy Form") with the Registrar, please note that:**
 - If no Second Proxy Form is lodged with the Registrar, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to cast his/her votes or to abstain from voting at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening this meeting and the First Proxy Form, including the amended resolution no. 3 for the re-election of executive director as stated in the Company's letter dated 14 April 2010.
 - If the Second Proxy Form is lodged with the Registrar 48 hours prior to the time appointed for holding the meeting (the "Closing Time"), the Second Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by you.
 - If the Second Proxy Form is lodged with the Registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, such Second Proxy Form will revoke the First Proxy Form previously lodged by you and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted. Accordingly, you are advised not to lodge the Second Proxy Form after the Closing Time. If you in this case wish to vote at the meeting, you will have to attend in person and vote at the meeting yourself.
- Completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the meeting and, in such event, such proxy form(s) shall be deemed to be revoked.