



萬城
MILLION CITIES

萬城控股有限公司 MILLION CITIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2892)

**Proxy form for use at the extraordinary general meeting of the Company to be held at
Lion Rock, 6/F., Sha Tin Clubhouse, The Hong Kong Jockey Club, Sha Tin, New Territories,
Hong Kong on Thursday, 18 November 2021**

I/We ^(note 1) _____ of _____ being the registered holder(s) of ^(note 2) _____ ordinary shares of HK\$0.01 each (the “Ordinary Shares”) in the capital of Million Cities Holdings Limited (the “Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company (the “EGM”) or ^(note 3 & 4) _____ of _____

as my/our proxy to act for me/us on my/our behalf at the EGM to be held at Lion Rock, 6/F, Sha Tin Clubhouse, The Hong Kong Jockey Club, Sha Tin, New Territories, Hong Kong on Thursday, 18 November 2021 at 10:30 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of the resolutions set out in the Notice of EGM as directed below or, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated 28 October 2021 (“Circular”), unless otherwise specified.

Ordinary resolutions		<i>(Note 5)</i>	
		For	Against
1.	<p>“THAT:</p> <p>(a) the Subscription Agreement and the transactions contemplated thereunder and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts, deeds and things and to sign, execute and deliver all such documents (including the affixation of the common seal of the Company where required) as he may, in his absolute discretion, consider necessary, desirable or appropriate to give effect, implement and complete any matters relating to or in connection with paragraph (a) of this resolution no. 1.”</p>		
2.	<p>“THAT subject to and conditional upon the passing of the ordinary resolution no. 1,</p> <p>(a) the grant of a specific mandate to the Directors with the power and authority to allot and issue the Non-Convertible Preference Shares in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as he may consider necessary, desirable or appropriate in connection with paragraph (a) of this resolution no. 2.”</p>		
Special resolution		For	Against
3.	<p>“THAT:</p> <p>(a) the Proposed Amendments as set out in Appendix I to the Circular be approved; and</p> <p>(b) subject to the passing of resolution no. 3(a) above, the adoption of an amended and restated M&A in substitution for and to the exclusion of the existing M&A with immediate effect after the close of the EGM be and is hereby approved and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated M&A.”</p>		

Dated _____

Shareholder’s signature ^(note 6, 7, 8 and 9) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of Ordinary Shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the Ordinary Shares in the capital of the Company registered in your name(s).
- Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his or her proxy to attend and vote on behalf of him or her. A Shareholder who is the holder of two or more Ordinary Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder of the Company.
- If any proxy other than the chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A TICK “√” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A TICK “/” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his or her vote at his or her discretion. Your proxy will also be entitled to abstain or vote at his or her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney or other person duly authorised.
- If more than one of the joint holders be present at the meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- In order to be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting (no later than 10:30 a.m. on 16 November 2021 (Hong Kong time) or adjournment thereof).
- Completion and delivery of this proxy form shall not preclude a member from attending and voting in person if you so wish.
- ANY ALTERATIONS MADE IN THIS FORM SHOULD BE INITIALED BY THE PERSON WHO SIGNS IT.