



MEGAIN Holding (Cayman) Co., Ltd.
美佳音控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6939)

FORM OF PROXY FOR ANNUAL GENERAL MEETING
(or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share of HK\$0.01 each in the capital of the abovenamed company (“Company”)
HEREBY APPOINT ^(Note 3) the chairman of the meeting (the “Chairman”), or _____
of _____
as my/our proxy to attend the annual general meeting (the “AGM”) (and at any adjournment thereof) of the Company to be held via the e-Meeting system on Thursday, 9 June 2023 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM (the “Notice of AGM”) as contained in the Company’s circular dated 27 April 2023 (the “Circular”) 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 ^(Note 4)	Against ^(Note 4)
1	To consider and approve the audited consolidated financial statements of the Group and the reports of the directors (the “Directors”) of the Company and auditor of the Company for the year ended 31 December 2022.		
2	To re-elect Ms. Yu Erhao as a non-executive Director of the Company and to authorise the board of Directors (the “Board”) of the Company to fix his remuneration.		
3	To re-elect Mr. Li Huaxiong as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.		
4	To re-elect Mr. Kao Yi-Ping as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.		
5	To re-appoint BDO Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix its remuneration.		
6	To declare a final dividend of RMB 3.46 cents per Share for the year ended 31 December 2022.		
7	To grant a general mandate to the Directors to allot, issue and deal with additional Shares of the Company not exceeding 20% of the issued share capital of the Company.		
8	To grant a general mandate to the Directors to repurchase the Company’s Shares not exceeding 10% of the issued share capital of the Company.		
9	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares of the Company by the number of Shares repurchased by the Company.		
SPECIAL RESOLUTION			
10.	To approve the proposed amendments to the existing articles of association of the Company and to adopt the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.		

For the full text of the proposed resolutions, please refer to the Notice of AGM as contained in the Circular.

Email address of the proxy _____

Dated this _____ day of _____ 2023

Signature ^(Note 5) _____

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 form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is appointed, delete the words “the chairman of the meeting (the “Chairman”), or” and insert the name, email address (for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System) and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the AGM via the e-Meeting to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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 your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the AGM other than those set out in the Notice of AGM.
5. 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. In the case of joint holders of any share(s), only **ONE PAIR** of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. no later than Wednesday, 7 June 2023 at 10:30 a.m.) or any adjournment thereof.
8. Unless the context requires otherwise, capitalised terms used in this form of proxy shall bear the same meanings as those defined in the Circular and Notice of AGM.

* For identification purpose only