



# METROPOLIS CAPITAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

Number of shares to which this second form of proxy relates <sup>(Note 1)</sup>
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## SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 30 JUNE 2020

I/We<sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Metropolis Capital Holdings Limited (the "Company") hereby appoint THE CHAIRMAN OF THE MEETING<sup>(Note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_ as

my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2020 to be held at Room 7003A, 887 Huai Hai Zhong Road, Huangpu District, Shanghai, China on Tuesday, 30 June 2020 at 11:00 a.m. (Hong Kong time) and at any adjournment thereof.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast<sup>(Notes 4&5)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and independent auditors of the Company for the year ended 31 December 2019.		
2.	(a) To re-elect Mr. Chau David as an executive Director;		
	(b) to re-elect Mr. Lau Chung Wai as an independent non-executive Director; and		
	(c) to authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
3.	To appoint Mazars CPA Limited as auditors of the Company following the retirement of Deloitte Touche Tohmatsu ("Deloitte") and to authorise the Board to fix their remuneration.		
4.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company (the "Shares") not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution.		
5.	To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of this resolution.		
6.	Conditional upon the passing of resolution nos. 4 and 5, to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the aggregate number of the Shares repurchased by the Company.		

Date: \_\_\_\_\_ 2020

Signature(s)<sup>(Note 6)</sup> \_\_\_\_\_

### Notes:

- Please insert the number of shares to which this second form of proxy relates. If no number is inserted, this second form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy/more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
- 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"**. If no direction is given, your proxy will vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- All resolutions will be put to vote by way of poll at the AGM. Every shareholder of the Company presents in person (in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she 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 form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In the case of a joint registered holders of any share, this second form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the AGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- In order to be valid, this second form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Sunday, 28 June 2020, Hong Kong time) or any adjournment thereof.
- Completion and delivery of the First Form of Proxy (as defined hereinafter) and/or this second form of proxy will not preclude you from attending and voting at the AGM if you so wish and, in such event, such form of proxy shall be deemed to be revoked.

**IMPORTANT: A shareholder who has already lodged the proxy form which was sent together with the notice convening the AGM dated 15 May 2020 (the "First Form of Proxy") with branch share registrar and transfer office of the Company in Hong Kong should note that:**

- if no second form of proxy (the "Second Form of Proxy") is lodged with the branch share registrar and transfer office of the Company in Hong Kong 48 hours prior to the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Sunday, 28 June 2020, Hong Kong time) or any adjournment meeting (the "Closing Time"), the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, other than those referred to in the notice convening the AGM and the First Form of Proxy, including the resolution for the proposed appointment of Mazars CPA Limited as auditors of the Company following the retirement of Deloitte Touche Tohmatsu set out in this supplemental circular;
- if the Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if correctly completed; and
- if the Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong after the Closing Time or if lodged before the Closing Time but is incorrectly completed, the Second Form of Proxy will be deemed invalid. The First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, other than those referred to in the notice convening the AGM and the First Form of Proxy, including the resolution for the proposed appointment of Mazars CPA Limited as auditors of the Company following the retirement of Deloitte set out in the supplemental circular dated 15 June 2020. Accordingly, shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

### 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 AGM (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 for use in connection with the Purposes 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company.