



# METROPOLIS CAPITAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 10 MAY 2022

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 2022 to be held at Room 7003A, 887 Huai Hai Zhong Road, Huangpu District, Shanghai, China on Tuesday, 10 May 2022 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 2021.		
2.	(a) To re-elect Ms. Chau On as a non-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 re-appoint Mazars CPA Limited as auditors of the Company 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 of the Company 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.		
SPECIAL RESOLUTION		FOR	AGAINST
7.	(1) To approve the proposed amendments to the memorandum and articles of association of the Company currently in force (the “M&A”) as set out in Appendix III to the circular of the Company dated 31 March 2022 be and are approved; and		
	(2) Subject to the passing of the resolution set out in paragraph 7(1) above, the adoption of amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the M&A with immediate effect after the close of the AGM be and is hereby approved, that the Company’s registered office provider be and is hereby authorised and instructed to make each necessary filing with the Registrar of Companies in the Cayman Islands in connection with this resolution and that each Director be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association, including, but not limited to, the execution of any and all documents, the provision of any instruction and attending to each filing in Hong Kong which may be necessary or desirable in connection with this resolution.		

Date: \_\_\_\_\_ 2022 Signature(s)<sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of shares to which this form of proxy relates. 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). 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 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 FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In the case of a joint registered holders of any share, this 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 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 or via the designated URL (<https://spot-cmcting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Sunday, 8 May, 2022, Hong Kong time) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

**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.