



MICHONG METAVERSE (CHINA) HOLDINGS GROUP LIMITED
米虫元宇宙(中國)控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

Number of shares to which this form of proxy relates <i>(Note 1)</i>	
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FORM OF PROXY
FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 14 APRIL 2023, AT 10:30 A.M.

I/We *(Note 2)* _____
of _____
being the registered holder(s) of shares in the issued share capital of Michong Metaverse (China) Holdings Group Limited (the “**Company**”) hereby appoint the chairman of the meeting *(Note 3)* or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “**EGM**”) of the Company to be held at Room A3, 7/F, Noble Financial Center, No.1006, Fuzhongsan Road, Futian District, Shenzhen, the PRC on Friday, 14 April 2023 at 10:30 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate box to indicate how you wish your vote(s) to be cast *(Note 4)*.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	Conditional upon The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) granting the listing of, and permission to deal, such number of shares of the Company (the “ Shares ”) which may fall to be allotted and issued pursuant to the grant of any awards under the share award scheme (the “ Share Award Scheme ”) proposed to be adopted by the Company, the principal terms of which are set out in the printed document marked “A” now produced to the meeting and for the purpose of identification signed by the Chairman hereof, the rules of the Share Award Scheme be and are hereby approved and adopted to be the share award scheme of the Company; and that the directors of the Company (“ Director(s) ”) be and are hereby authorised to grant awards thereunder and to allot and issue shares pursuant to the Share Award Scheme and take all such steps as may be necessary or desirable to implement the Share Award Scheme;		
2.	Conditional upon the Stock Exchange granting the listing of, and permission to deal, such number of Shares which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “ New Share Option Scheme ”), the principal terms of which are set out in the printed documents marked “B” now produced to the meeting and for the purpose of identification signed by the Chairman hereof, the rules of the New Share Option Scheme be and are hereby approved and adopted to be the new share option scheme of the Company; and that the Directors be and are hereby authorised to grant options to allot, issue and deal in the Shares as maybe required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as may be necessary or desirable to implement the New Share Option Scheme;		

ORDINARY RESOLUTIONS		FOR	AGAINST
3.	The total number of Shares which may be awarded by the Company for the purpose of the Share Award Scheme and the New Share Option Scheme pursuant to the resolutions numbered 1 and 2 above, together with any issue of Shares upon exercise of all Awards and Options to be granted under the Share Award Scheme, the New Share Option Scheme and any other schemes of the Company (collectively, the "Share Schemes"), shall not in aggregate exceed 10% of the total number of issued Shares as at the date of the passing of this resolution, and the approvals in paragraphs (1) and (2) above shall be limited accordingly;		
4.	Conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 11 November 2019 (the "Existing Share Option Scheme") be and is hereby terminated upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date hereof (if any)); and		
5.	The total number of Shares which may be awarded to all Service Providers pursuant to all share schemes of the Company shall not exceed 1% of the total number of issued Shares as at the date of the passing of this resolution, and the approvals in paragraphs (1) and (2) above shall be limited accordingly.		

Date: _____ 2023 Signature(s) ^(Note 5) _____

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**.
- 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 EGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 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 or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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 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 certified copy thereof, must be deposited at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

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 EGM of the Company (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 to Computershare Hong Kong Investor Services Limited at the above address.