

JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 0647

FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON 15 AUGUST 2019 (THE “MEETING”) (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of _____ in the share capital of Joyce Boutique Holdings Limited (the “Company”), HEREBY
APPOINT³ THE CHAIRMAN OF THE MEETING or _____
of _____
as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) to be held at Jade Room, 6th Floor, The Marco Polo
Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on 15 August, 2019 at 11:30 a.m. (or as soon as the Annual General Meeting
of the Company shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing (with or without
modification(s)) the resolutions set out in the notice dated 22 July, 2019 (the “Notice”) convening the Meeting and at the Meeting (or
at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated and if no
such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Meeting
and/or any adjournment thereof.

SPECIAL RESOLUTION ⁵	FOR	AGAINST
To approve any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares and to authorise any one of the directors of the Company to do all acts and things as considered by him to be necessary or desirable in connection with the completion of the Scheme.		
ORDINARY RESOLUTION ⁵	FOR	AGAINST
To approve (a) the issue of the one new share to Joyce Boutique Group Limited and the application of part of the credit arising in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par the one new share, and (b) the authorisation of any one of the directors of the Company to all do acts and things as considered by him to be necessary or desirable in order to give effect to the aforementioned transactions.		

Dated this _____ day of _____, 2019. Signature⁶ _____

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. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman is preferred, strike out the words “THE CHAIRMAN OF THE MEETING” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: PLEASE INDICATE WITH A “/” IN THE APPROPRIATE BOX BESIDE THE RESOLUTION HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF. IN THE ABSENCE OF ANY SUCH INDICATION, THE PROXY WILL VOTE FOR OR AGAINST THE RESOLUTION OR WILL ABSTAIN AT HIS/HER DISCRETION.**
5. Full text of the resolutions is set out in the Notice.
6. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
7. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
8. In order to be valid, this form of proxy together with the power of attorney (if any) 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 in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 11:30 a.m., on Tuesday, 13 August 2019 or in any case of any adjournment thereof, not less than 48 hours before the time fixed for the holding of such adjourned meeting.
9. In the case of joint holders of a share, the vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of any vote of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which their names stand in the register of members of the Company in respect of the relevant joint holding.
10. Completion and return of this form of proxy will not preclude you from attending the Meeting (or any adjournment of the Meeting) and voting in person if you so wish. In the event that you attend and vote at the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
11. The Notice is set out in the Company’s scheme document dated 22 July, 2019 (the “Scheme Document”).
12. Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the Scheme Document.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of the name(s) and other personal data of yourself and your proxy(ies) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and/or your voting instructions for the Special General Meeting of the Company (the “Purposes”). We may transfer such data provided by you to the Company’s Registrar and agent(s) for the Purposes or such other parties who are authorised by law to request the information. The data will be retained for such period as may be necessary for our verification and record purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance (Cap. 486 of the laws of Hong Kong) and any such request should be made in writing to the Personal Data Privacy Officer of Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.