

JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 0647

Form of Proxy for the Court Meeting to be held on 15 August 2019

Form of proxy for use at the meeting (or at any adjournment thereof) of the Scheme Shareholders (as defined in the scheme of arrangement dated 22 July, 2019) of shares of HK\$0.10 each in the capital of Joyce Boutique Holdings Limited (defined as "Scheme Shares") convened by the direction of the Supreme Court of Bermuda (the "Court Meeting")

IN THE SUPREME COURT OF BERMUDA CIVIL JURISDICTION

2019: NO. 247

IN THE MATTER OF JOYCE BOUTIQUE HOLDINGS LIMITED AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

I/We¹ _____

of _____

being the registered holder(s) of² _____ Scheme Shares, HEREBY APPOINT³ _____

THE CHAIRMAN OF THE COURT MEETING or _____

of _____

as my/our proxy to act for me/us at the Court Meeting convened by the direction of the Supreme Court of Bermuda (or at any adjournment thereof) of the holders of the Scheme Shares to be held at 12:00 noon (or as soon as the special general meeting of the Company shall have been concluded or adjourned) on 15 August, 2019 at Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed between the Company and the Scheme Shareholders (the "Scheme") and at such Court Meeting (or at any adjournment thereof) to vote⁴ for me/us and in my/our name(s) of the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

For the Scheme ⁵	Against the Scheme ⁵	
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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 Court 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 COURT 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 Court 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 COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete either box will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice of the Court Meeting.
5. The Scheme of Arrangement will be put to vote by way of a poll at the Court Meeting. Every member of the Company, present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every fully paid share of which he is the holder. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way and, in such case, please state the relevant number of shares in the appropriate box(es).
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 Court 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, as soon as possible, but in any event not later than 12:00 noon on 13 August 2019. This form of proxy may alternatively be handed to the Chairman of the Court Meeting at the Court Meeting if it is not so lodged.
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 Court Meeting (or any adjournment of the Court Meeting) and voting in person if you so wish. In the event that you attend and vote at the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

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 Court 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.