

JOYCE

JOYCE BOUTIQUE GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 647)

FORM OF PROXY

FOR THE GENERAL MEETING (THE "GENERAL MEETING") TO BE HELD ON 23 MARCH 2020 (or any adjournment thereof)

I/We¹ _____ of _____ being the registered holder(s) of² _____ shares in the capital of the Company, hereby appoint³ _____ of _____, or failing him/her, the Chairman of the General Meeting, as my/our proxy to attend and to act for me/us and on my/our behalf as directed below at the General Meeting (or any adjournment thereof) to be held at Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong on Monday, 23 March 2020 at 10:30 a.m. (Hong Kong time) or as soon thereafter as the court meeting, convened by direction of the High Court of the Hong Kong Special Administrative Region for the same place and date, shall have been concluded or adjourned, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution as set out in the notice convening the General Meeting and, at the General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION ⁴	FOR ⁵	AGAINST ⁵
To approve the scheme of arrangement dated 28 February 2020 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the Scheme), for the purpose of giving effect to the Scheme; to approve (i) the reduction of the share capital of the Company, (ii) the increase in the share capital of the Company and (iii) the issue and allotment of new shares in the capital of the Company to JoyBo International Limited; to approve the withdrawal of listing of shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to the Scheme taking effect; and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.		

Dated this _____ day of _____ 2020. Signature⁶ _____

Notes:

1. Full name(s) and address(es) of the member(s) completing this form should be inserted in **BLOCK CAPITALS** in the space provided. The names of all joint holders should be stated.
2. Please insert the number of shares in the capital of the Company registered in your name(s) and 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 in the capital of the Company that are registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the form of proxy.
3. Any member of the Company entitled to attend, speak and vote at the General Meeting is entitled to appoint another person to attend, speak and vote instead of him/her. A proxy need not be a member of the Company but must attend the General Meeting in person to represent you. Please insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. If no name is inserted, the Chairman of the General Meeting will act as your proxy.
4. The full text of the resolution is set out in the Notice of the General Meeting dated 28 February 2020.
5. **IMPORTANT: if you wish to vote for the resolution, please put a tick (✓) in the box marked "FOR". If you wish to vote against the resolution, please put a tick (✓) in the box marked "AGAINST". Failure to put a tick (✓) in either box or putting a tick in both boxes will entitle your proxy to cast your vote or abstain at his/her discretion.**
6. This form of proxy must be signed by you or your agent 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 agent or officer or other person duly authorised. **Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.**
7. In the case of joint holders of a share in the capital of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
8. In order to be valid, this form of proxy, together with the letter or power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof (in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), must be lodged with the Company's share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 10:30 a.m., on Friday, 20 March 2020 or in any case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the General Meeting (or any adjournment thereof) if you so wish. In the event that you attend and vote at the General Meeting (or any adjournment thereof) after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
10. Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the scheme document dated 28 February 2020 jointly issued by the Company and JoyBo International Limited.

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 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.