



MEGAIN Holding (Cayman) Co., Ltd.
美佳音控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6939)

**PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD
ON 3 JUNE 2021 (or at any adjournment thereof)**

I/We, _____
of _____ (Note 1)
being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each
in the capital of MEGAIN Holding (Cayman) Co., Ltd. (the "Company"), hereby appoint the Chairman of the annual general
meeting (the "AGM") of the Company or (Note 3) _____
of _____

as my/our proxy(ies) to attend and act for me/us at AGM to be held at Conference Room 4-5, United Conference Centre, 10/F,
United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 3 June 2021 at 10:30 a.m. and at any adjournment thereof
and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS (Note 4)		For (Note 5)	Against (Note 5)
1	To consider and approve the audited consolidated financial statements of the Group and the reports of the directors (the "Directors") of the Company and auditor of the Company for the year ended 31 December 2020.		
2	To re-elect Mr. Cheng Hsien-Wei as an executive Director of the Company and to authorise the board (the "Board") of Directors of the Company to fix his remuneration.		
3	To re-elect Mr. Lee Kuo-Chang as an executive Director of the Company and to authorise the Board to fix his remuneration.		
4	To re-elect Mr. Lam Tsz Leung as a non-executive Director of the Company and to authorise the Board to fix his remuneration.		
5	To re-elect Ms. Yu Erhao as a non-executive Director of the Company and to authorise the Board to fix her remuneration.		
6	To re-elect Mr. Chen Mark Da-jiang as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.		
7	To re-elect Mr. Kao Yi-Ping as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.		
8	To re-elect Mr. Li Huaxiong as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.		
9	To re-appoint BDO Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix its remuneration.		
10	To declare a final dividend of HK\$1.33 cents per Share for the year ended 31 December 2020.		
11	To grant a general mandate to the Directors to allot, issue and deal with additional Shares of the Company not exceeding 20% of the issued share capital of the Company.		
12	To grant a general mandate to the Directors to repurchase the Company's Shares not exceeding 10% of the issued share capital of the Company.		
13	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares of the Company by the number of Shares repurchased by the Company.		

Dated this _____ day of _____ 2021

Signature(s) (Note 6) _____

Notes:

1. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
4. The full text of these resolutions is set out in the notice of the AGM which is sent to the shareholders of the Company together with this form of proxy.
5. If you wish to vote for any of the resolutions set out above, please **TICK** (“✓”) in the boxes marked “**FOR**”. If you wish to vote against any of the resolutions, please tick (“✓”) in the boxes marked “**AGAINST**”. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those set out in the notice of the AGM.
6. To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of 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 not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than Tuesday, 1 June 2021 at 10:30 a.m.) or any adjournment thereof.
7. In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder 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.
8. A proxy attending the AGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy’s proof of identification.
9. This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 6 and the other shall be presented at the AGM in accordance with the instruction under note 8.
10. Completion and return of this proxy form will not preclude a member from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
11. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
12. Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in this form of proxy.

* *For identification purpose only*