

GXG

Mulsanne Group Holding Limited

慕尚集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1817)

PROXY FORM

FOR ANNUAL GENERAL MEETING TO BE HELD ON 15 JUNE 2020

OR ANY ADJOURNMENT THEREOF

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ ordinary shares of HK\$0.01 each
(the "Shares") in the share capital of Mulsanne Group Holding Limited (the "Company") **HEREBY APPOINT**^(Note 3) the chairman of the meeting
or _____
of _____
as my/our proxy(ies) to attend for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at No. 111, Shanshan Road, Wangchun Industrial Park, Haishu District, Ningbo, Zhejiang Province, PRC on Monday, 15 June 2020 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM dated 15 May 2020 (the "Notice of AGM") and at the AGM, or at any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2019.		
2.	(A) To re-elect the following persons as the directors of the Company (the "Directors"): (i) Mr. HUANG Hanji as a non-executive Director; (ii) Mr. YANG Herong as a non-executive Director; (iii) Mr. LIN Lin as a non-executive Director; and (iv) Mr. WANG Jun as a non-executive Director. (B) To authorize the board of Directors (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint Ernst & Young as the auditor of the Company and authorize the Board to fix its remuneration.		
4.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued shares of the Company. (B) To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the issued shares of the Company as at the date of this resolution. (C) To extend the authority given to the Directors pursuant to ordinary resolution No. 4(A) to issue shares of the Company by adding to the issued shares of the Company the number of shares repurchased under ordinary resolution No. 4(B).		

Dated this _____ day of _____ 2020 Signature(s)^(Note 5) _____

Notes:

- Full names(s) and address(es) to be inserted should be in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the AGM on his/her behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares of which each such proxy is so appointed. If any proxy other than the chairman of the AGM is preferred, please strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution or any resolution properly put to the AGM other than those referred to in the Notice of AGM.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in case of a corporation, either executed under seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- To be valid, this proxy form, together with the 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 lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 3:00 p.m. on Saturday, 13 June 2020) or any adjournment thereof.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 relevant joint holding.
- The proxy need not be a shareholder of the Company. Completion and return of the proxy form shall not preclude a shareholder of the Company from attending the AGM and vote in person. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this proxy form must be initiated by the person who signs it.
- References to time and dates in this proxy form 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 AGM 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 authorized 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 fulfill 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 by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk