



Maoye International Holdings Limited

茂業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 848)

Form of Proxy for use at the Extraordinary General Meeting to be held on Wednesday, 20 January 2010 (or at any adjournment thereof) (the "Meeting")

I/We (Note 1) _____
of _____

being the registered shareholder(s) of _____ shares (Note 2) of HK\$0.1 each in the share capital of Maoye International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3) or _____

of _____ as my/our proxy to attend the Meeting (and at any adjournment thereof) to be held at Victoria IV, 2/F, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Wednesday, 20 January 2010 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in the manner as indicated below.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve the share option scheme of the Company (the principal terms of which are set out in the Appendix to the Company's circular dated 31 December 2009 (the "Scheme")) and to authorise the board of directors of the Company and/or the Share Option Incentive Scheme Committee, a committee duly authorized by the board of directors of the Company, to administer the Scheme, to grant options thereunder, to allot, issue and deal with the shares of the Company pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme.		

Date this _____ day of _____ 2010. Signature (Note 5): _____

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: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes 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 Meeting other than that referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
6. The resolution will be put to vote by way of poll at the Meeting. Every member of the Company present in person (or being a corporation, present by its duly authorized representative), or by proxy shall have one vote for every fully paid share of which he is the holder.
7. A person entitled to more than one vote 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 boxes above.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
9. 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 Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this Meeting or any adjournment thereof.
10. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
11. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or any adjourned Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.