



NVC International Holdings Limited

雷士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2222)

Number of shares to which this form of proxy relates^(Note 1)

SECOND PROXY FROM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 12 JUNE 2020

I/We^(Note 2) _____

of _____
being the registered holder(s) of the issued share capital of NVC International Holdings Limited (the "Company") hereby appoint the CHAIRMAN OF THE MEETING^(Note 3) or _____,

of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "Meeting") of the Company to be held at Conference Hall 03, Level 1, Building 1E, Phase 1, Hong Kong Science Park, Pak Shek Kok, Sha Tin, Hong Kong on Friday, 12 June 2020 at 10:00 a.m. (and at any adjournment thereof).

Please tick ("✓") in the appropriate boxes as a mark to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2019.		
2.	To re-elect Mr. WANG Donglei as a non-executive director of the Company.		
3.	To re-elect Mr. XIAO Yu as an executive director of the Company.		
4.	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
5.	To re-appoint BDO Limited as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.		
6.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by the aggregate number of the shares bought back by the Company.		

Dated this _____ day of _____, 2020

Signature(s)^(Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy (the "Second Proxy Form") will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy/more than one proxy to attend and on a poll, vote on his/her behalf. A proxy need not be a member of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting dated 24 April 2020 and the supplemental notice of annual general meeting dated 26 May 2020.
- This Second Proxy Form must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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.
- In order to be valid, this Second Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 10:00 a.m. on Wednesday, 10 June 2020).
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 24 April 2020 (the "First Proxy Form") with the Branch Share Registrar, you are requested to lodge this proxy form if you wish to appoint proxy to attend the Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Branch Share Registrar.
- If you have already lodged the First Proxy Form with the Branch Share Registrar, please note that:
 - If no Second Proxy Form is lodged with the Company's Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (including, if properly put, a resolution for the re-election of Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - If the Second Proxy Form is lodged with the Company's Branch Share Registrar not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - If the Second Proxy Form is lodged with the Company's Branch Share Registrar less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Branch Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Branch Share Registrar by not less than 48 hours before the time appointed for the holding of Meeting or any adjourned meeting.
- Completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the Meeting in person if you so wish.
- References to time and dates in this form of proxy 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 Meeting 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 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 mail to the Company's Principal Place of Business in Hong Kong at Unit 608, 6/F, Lakeside 1, No. 8 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, Sha Tin, Hong Kong.