



Meitu, Inc.

美图公司

(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “美图之家”)

(Stock Code: 1357)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
TO BE HELD ON WEDNESDAY, JUNE 5, 2024  
(or at any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of par value US\$0.00001 each in the capital of Meitu, Inc. (“Company”), **HEREBY APPOINT** <sup>(Notes 3 & 4)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the Chairman of the meeting, as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) of the Company to be held at Studio 1, Level 7, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Wednesday, June 5, 2024 at 10:00 a.m. (Hong Kong date and time) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit.

	<b>Ordinary Resolutions</b>	<b>FOR</b> <sup>(Note 5)</sup>	<b>AGAINST</b> <sup>(Note 5)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor’s report for the year ended December 31, 2023		
2.	To re-elect the following retiring directors of the Company:		
	(a) Mr. WU Zeyuan as director of the Company		
	(b) Mr. LAI Xiaoling as director of the Company		
3.	To authorize the board of directors of the Company to fix the remuneration of the directors of the Company		
4.	To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorize the board of directors of the Company to fix the auditor’s remuneration		
5.	To give a general mandate to the directors to issue new shares of the Company not exceeding 20% of the total number of issued shares of the Company		
6.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company		
7.	To extend the general mandate to be given to the directors to allot, issue and deal with additional shares of the Company of an amount representing the total number of shares bought back by the Company		
8.	To approve the declaration and payment of a final dividend of HK\$0.036 per ordinary share of par value US\$0.00001 each in the capital of the Company to shareholders of the Company, in cash, out of the share premium account of the Company		
9.	(a) Subject to and conditional upon the Listing Committee of the Hong Kong Stock Exchange granting the approval for the listing of, and the permission to deal in, the shares of the Company to be issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme (as defined in the circular of the Company dated May 8, 2024, “Circular”), to consider and approve the adoption of the 2024 Share Award Scheme and to authorise any director of the Company and/or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Award Scheme; and  (b) To approve the Scheme Mandate Limit (as defined in the Circular) on the total number of shares of the Company which may be issued in respect of all options and awards to be granted under the 2024 Share Award Scheme and any other share scheme(s) of the Company		

Ordinary Resolutions		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
10.	Conditional upon the passing of resolution no. 9 above, to consider, approve and adopt, the Service Provider Sublimit (as defined in the Circular) on the total number of shares of the Company that may be issued in respect of all options and awards to be granted to the Service Providers (as defined in the Circular) under the 2024 Share Award Scheme and any other share scheme(s) of the Company, and to authorise the directors of the Company to take all such steps and attend all such matters, approve and execute such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit		
11.	Conditional upon the passing of resolution number 9 above, to consider and approve the termination of the Post-IPO Share Option Scheme (as defined in the Circular) with effect from the adoption of the 2024 Share Award Scheme		
Special Resolution			
12.	To consider and approve the proposed amendments to the existing second amended and restated articles of association of the Company currently in force and the adoption of the new third amended and restated articles of association of the Company		

Date: \_\_\_\_\_

Signature *(Note 6)*: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of par value US\$0.00001 each 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).
- Any shareholder of the Company is entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his behalf at the meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Any alterations made to this form of proxy should be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its seal or under the hand of an officer, attorney or other person duly authorised.
- A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder 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 joint holding.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be delivered at 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 holding the meeting or the any adjournment therefor (as the case may be).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
- The full text of the above resolutions are set out in the notice of the meeting dated May 8, 2024.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in this statement has the same meaning as “personal data” in the personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- By providing your proxy’s Personal Data in this form, you acknowledged that you have: (1) informed your proxy of the purpose for and manner in which his/her Personal Data may be used; and (2) obtained your proxy’s express consent to use his/her Personal Data for such purpose and in such manner.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.