



Marketingforce Management Ltd

邁富時管理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2556)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JUNE 28, 2024

I/We ^(Note 1) _____ of _____

being the registered holder(s) of _____ share(s) ^(Note 2)

of US\$0.0000005 each in the capital of Marketingforce Management Ltd (the "Company") hereby appoint the Chairman of the annual general meeting (the "Meeting") of the Company or ^(Note 3) _____ of _____

as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the Meeting to be held at conference room of the Company, Trueland Centre, Building 8, No. 1 Lane 1401, Jiangchang Road, Jing'an District, Shanghai, China on Friday, June 28, 2024 at 9:00 a.m. (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of the Meeting (the "Notice") and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2023.		
2.	(a) To re-elect the following persons who are due to retire at the Annual General Meeting as the directors of the Company (the "Directors"):		
	(i) Mr. ZHAO Xulong as an executive Director;		
	(ii) Mr. XU Jiankang as an executive Director;		
	(iii) Ms. ZHAO Fangqi as a non-executive Director;		
	(iv) Mr. HUANG Shaodong as a non-executive Director;		
	(v) Mr. YANG Tao as an independent non-executive Director;		
	(vi) Mr. QIN Ci as an independent non-executive Director; and		
	(vii) Mr. CHEN Chen as an independent non-executive Director.		
(b) To authorize the board of Directors of the Company (the "Board") to fix the Directors' remuneration			
3.	To re-appoint Ernst & Young as an auditor of the Company and to authorize the Board to fix its remuneration.		
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares) not exceeding 20% of the issued shares of the Company (excluding treasury shares, if any).		
	(B) To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the issued shares of the Company (excluding the treasury shares, if any).		
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with shares (including any sale or transfer of shares out of treasury that are held as treasury shares) by the number of shares bought back by the Company.		

Dated this _____ day of _____, 2024

Signature(s) ^(Note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick 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.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- 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 notarially certified copy thereof, shall be lodged at the Company's Hong Kong branch share registrar, 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 for holding the Meeting or any adjournment thereof.
- 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 seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- On a poll, every shareholder presents in person or by proxy shall be entitled to one vote for each share registered in his/her name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.