



太 睿 國 際 控 股 有 限 公 司

PacRay International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 1010)

Number of shares to which this form of proxy relates ^(Note 1)	
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**SECOND FORM OF PROXY
FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 22 JUNE 2020**

I/We^(Note 2) _____
of _____
being the registered holder(s) of _____ ordinary shares in the issued share capital of PacRay 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 "AGM") of the Company for the year 2020 to be held at REF Financial Press Limited, 7/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 22 June 2020 at 10:00 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2019.		
2.	(a) To re-elect Mr. Leung Pok Man as executive director of the Company.		
	(b) To re-elect Mr. Xu Beinan as executive director of the Company.		
	(c) To re-elect Mr. Lee Man To as independent non-executive director of the Company. (Withdrawn)		
	(d) To re-elect Ms. Choi Yee Man as independent non-executive director of the Company. (Withdrawn)		
	(e) To authorize the board of directors of the Company (the "Board") to fix the directors' remuneration for the year ending 31 December 2020.		
3.	To re-appoint Zenith CPA Limited as independent auditor of the Company and to authorize the Board to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to repurchase 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.		
5.	To grant a general mandate to the directors of the Company to allot, issue or otherwise 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.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company by the aggregate number of the shares repurchased by the Company.		
7.	To approve the sale and purchase agreement to acquire 20.2% of the entire issue share capital in Red Power Developments Limited and the transactions contemplated thereunder, and to authorise director(s) of the Company to take all such actions as he may consider necessary or desirable to give effect to this resolution.		

Date: _____ 2020

Signature(s)^(Note 5): _____

Notes:

1. Please insert the number of shares to which this form of proxy relates. 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. 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. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. **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 discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy 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 FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. 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.
7. 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 thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 10:00 am on Saturday, 20 June 2020).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 15 MAY 2020 CONTAINING THE NOTICE OF THE MEETING, SHOULD NOTE THAT:

- (a) If no Second Proxy Form is lodged with the Company's Branch 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 AGM (including, if properly put, a resolution approving a sale and purchase agreement of the Company) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
- (b) If the Second Proxy Form is lodged with the Branch Registrar before the Closing Time, 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.
- (c) If the Second Proxy Form is lodged with the Branch Registrar after the Closing Time, or if lodged before the Closing Time 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 (a) above as if no Second Proxy Form was lodged with the Branch Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Registrar before the Closing Time.

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 authorised 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 fulfil 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 mail to the Company at 28F, Agricultural Bank of China Tower, 50 Connaught Road Central, Hong Kong.