

IAG HOLDINGS LIMITED

官 酝 控 股 有 限 公 司

(formerly known as IAG Holdings Limited 迎宏控股有限公司)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8513)

SECOND PROXY FORM

Second form of proxy for use at the Annual General Meeting to be held at
27th Floor, Alexandra House, No. 18 Chater Road, Central, Hong Kong
on Friday, 29 May 2020 at 2:00 p.m.

No. of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
(of _____)
being the registered shareholder(s) of IAG HOLDINGS LIMITED (the "Company") hereby appoint ^(Note 3) the Chairman of the 2020 Annual General Meeting (the "Meeting") or _____
(of _____)
or failing him _____
(of _____)
as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Meeting to be held at 27th Floor, Alexandra House, No. 18 Chater Road, Central, Hong Kong on Friday, 29 May 2020 at 2:00 p.m. and at any adjournment thereof on the resolutions referred to in the Notice of the Annual General Meeting as indicated below:

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of directors and auditor of the Company for the year ended 31 December 2019.		
2(a).	To consider the re-election of Ms. Ng Hong Kiew as an executive director of the Company.		
2(b).	To consider the re-election of Mr. Yang Jianguan as an executive director of the Company. ^(Note 12)	N/A	N/A
2(c).	To consider the re-election of Mr. Tay Koon Chuan as a non-executive director of the Company.		
2(d).	To consider the re-election of Mr. Tan Yew Bock as an independent non-executive director of the Company.		
2(e).	To consider the re-election of Mr. Kwa Teow Huat as an independent non-executive director of the Company.		
2(f).	To consider the re-election of Mr. Au Chi Fung as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To appoint BDO Limited as auditors of the Company to fill the vacancy following the retirement of PricewaterhouseCoopers LLP of Singapore and to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the board of directors of the Company to fix their remuneration.		
5(A).	To give a general mandate to the directors of the Company to allot shares not exceeding 20% of the issued share capital of the Company.		
5(B).	To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company.		
5(C).	To extend the general mandate in 5(A) above by the amount of repurchased shares.		

Dated this _____ day of _____ 2020

Signature ^(Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s) to which this 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).
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the Meeting is preferred, delete words "THE CHAIRMAN OF THE 2020 ANNUAL GENERAL MEETING (the "Meeting")" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOX MARKED "AGAINST". Failure to tick a 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 (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
- 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 notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office 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 any adjournment thereof (the "Closing Time").
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of Shareholders of the Company in respect of the joint holding.
- Any Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the Meeting. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
- Any alteration made to this form of proxy must be initiated by the person who signs it.
- Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 27 APRIL 2020 CONTAINING THE NOTICE OF THE AGM, SHOULD NOTE THAT:**
 - If no Second Proxy Form is lodged with the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Hong Kong 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 Meeting (including, if properly put, a resolution for the re-election of the additional candidate as director as set out in the supplemental circular of the Company dated 13 May 2020) except for those resolutions 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 Hong Kong 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.
 - If the Second Proxy Form is lodged with the Company's Hong Kong 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 Company's Hong Kong Branch Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong Branch Registrar before the Closing Time.
- As set out in the supplemental circular of the Company dated 13 May 2020, Mr. Yang Jianguan will not offer himself for re-election and will retire as an executive Director at the conclusion of the Meeting. The proposed ordinary resolution no. 2(b) is no longer applicable and will not be put forward for consideration and approval by shareholders of the Company at the Meeting.

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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.