



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 EXTRAORDINARY GENERAL MEETING
(THE “EGM”)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of US\$0.00001 each in the capital of Meitu, Inc. (the “**Company**”), hereby appoint ^(Note 3) _____ or failing him/her, the Chairman of the EGM, as my/our proxy to act for me/us at the EGM to be held at Jade, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong at 11:00 a.m. on Thursday, April 18, 2019 or at any adjournment thereof in respect of the resolutions set out in the notice of the EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the share purchase agreement (the “ Share Purchase Agreement ”) dated February 19, 2019 entered into between the Company, Meitu Investment Ltd (the “ Purchaser ”), Leyou Technologies Holdings Limited (“ Leyou ”) and Dream Beyond Holdings Limited (the “ Vendor ”) with respect to the acquisition (the “ Acquisition ”) of 31 issued ordinary shares of Dreamscape Horizon Limited (the “ Sale Shares ”), which will be satisfied by the allotment and issue of 991,357,000 new ordinary shares of the Company to Leyou (the “ Consideration Shares ”), and the transactions contemplated thereunder.		
To grant a specific mandate to the directors of the Company to allot and issue 991,357,000 new ordinary shares of the Company to Leyou in accordance with the terms and conditions of the Share Purchase Agreement.		
To approve the exercise of the put option by the Purchaser in accordance with the Share Purchase Agreement to request the Vendor to redeem all or any part of the Sale Shares in the event that Leyou disposes of any of the Consideration Shares after the Lock-up Period (defined in the Share Purchase Agreement as the period commencing from the date of completion of the Acquisition and ending on the date falling 180 days immediately after the date of completion of the Acquisition) on or before the first anniversary of the last day of the Lock-up Period.		
To approve all other transactions contemplated under the Share Purchase Agreement and to authorize any director or the chief financial officer of the Company (the “ CFO ”) to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the implementation of the transactions contemplated under the Share Purchase Agreement and to agree to such variation, amendments or waiver of matters relating thereto which are, in the opinion of such director or the CFO, in the interests of the Company and its shareholders as a whole.		

Date: _____

Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. Please insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR” OR “AGAINST” ACCORDINGLY.** Failure to tick either box of the resolutions will entitle your proxy to cast your vote at his/her discretion in respect of the resolutions. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the EGM other than that referred to in the notice of the EGM.
5. 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 common seal or under the hand of an officer, attorney or other person duly authorized.
6. In the 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 the 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. 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 with 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 the holding of the EGM or any adjournment thereof (as the case may be).
8. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or, if he/she/it holds two or more shares, more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.
9. Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.
10. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) The supply of your Personal Data to the Company and/or the Company's branch share registrar in Hong Kong is on a voluntary basis and such data will be used for processing your instructions as stated in this Form of Proxy. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Company's branch share registrar in Hong Kong) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed 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.