



KONG SUN HOLDINGS LIMITED
江山控股有限公司

(Incorporated in Hong Kong with limited liability)
 (Stock Code: 295)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
 TO BE HELD ON 11 APRIL 2017**

I/We ^(note 1) _____,
 of _____,
 being the registered holder(s) of ^(note 2) _____ shares in KONG SUN HOLDINGS LIMITED (the "Company")
 HEREBY APPOINT the Chairman of the Meeting ^(note 3) or _____
 of _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held at 9/F., Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Tuesday, 11 April 2017 at 11:00 a.m. and at any adjournment thereof in respect of the resolutions set out in the notice convening the Meeting as indicated below.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and the auditors for the year ended 31 December 2015.		
2.	To re-elect Mr. Zeng Jianhua as an executive Director.		
3.	To re-elect Mr. Yuen Kin as a non-executive Director.		
4.	To re-elect Ms. Wang Fang as an independent non-executive Director.		
5.	To re-elect Mr. Chang Hoi Nam as an executive Director.		
6.	To re-elect Mr. Miu Hon Kit as an independent non-executive Director.		
7.	To re-elect Mr. Wang Haisheng as an independent non-executive Director.		
8.	To authorise the board of Directors to fix the remuneration of the Directors.		
9.	To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
10.	To approve and grant a general mandate to the Directors to allot, issue and deal with shares not exceeding 20% of the total number of shares of the Company in issue.		
11.	To approve and grant a general mandate to the Directors to buy back shares not exceeding 10% of the total number of shares of the Company in issue.		
12.	To extend the general mandate granted under resolution No. 10 by including the number of shares bought back by the Company pursuant to resolution No. 11.		
13.	To approve the refreshment of the Scheme Mandate Limit (as defined in the circular of the Company dated 10 March 2017).		
14.	To grant an unconditional mandate to the Directors to grant options under the share option scheme of the Company adopted on 22 July 2009 (the "Share Option Scheme") and to allot and issue shares of the Company as and when any options which have been granted prior to the date of this resolution or may be granted under the Share Option Scheme are exercised.		
SPECIAL RESOLUTION		FOR ^(note 4)	AGAINST ^(note 4)
15.	To adopt the new articles of association of the Company.		

Signature ^(note 5) _____

Dated: _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as set out in the register of member of the Company. The names of all joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Every member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf of the Meeting. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If any proxy other than the **Chairman of the Meeting** is desired, strike out the words "the Chairman of the Meeting", and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **Any alternation made to this form of proxy must be initialled by the person who signs it.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either will entitle your proxy to cast his/her votes at his/her discretion or abstain as he/she thinks fit. **Your proxy will also be entitled to vote at his/her discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.**
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s), shall alone be entitled to vote in respect thereof.
- (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 notarially certified copy thereof, must be lodged at the Company's 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 appointed for holding the Meeting or any adjourned meeting (as the case may be).
- (8) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- (9) The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (as its absolute discretion) is not material as being valid.