

MEGALOGIC TECHNOLOGY HOLDINGS LIMITED

宏創高科集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8242)

Form of Proxy for use at the Annual General Meeting to be held on 28 April 2017 (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.1 each in the share capital of
Megalogic Technology Holdings Limited (the “Company”) HEREBY APPOINT³ _____
of _____

or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof) of the Company (the “Annual General Meeting”) to be held at Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 28 April 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁹		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of directors of the Company (the “Directors”) and the independent auditors of the Company for the year ended 31 December 2016.		
2.	To re-elect Mr. Zhang Qing as an executive director of the Company.		
3.	To re-elect Mr. Liu Kam Lung as a non-executive director of the Company.		
4.	To re-elect Mr. Cheung Chi Man Dennis as an independent non-executive director of the Company.		
5.	To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
6.	To re-appoint JH CPA Alliance Limited as the auditors of the Company and to authorise the Board to fix the auditor’s remuneration.		
7.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company’s new shares.		
8.	To grant a general mandate to the directors of the Company to purchase or repurchase the Company’s shares.		
9.	To extend the general mandate granted to the directors of the Company under resolution numbered 7 by an amount representing the total number of the shares repurchased by the Company under resolution numbered 8.		
10.	To approve the refreshment of the Scheme Mandate Limit of the Share Option Scheme (as defined in the circular of the Company dated 30 March 2017).		

Dated this _____ day of _____ 2017 Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to the meeting.
- 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 signed either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting 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 shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority shall be delivered to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.
- Completion and return of this form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.
- The full descriptions of the resolutions proposed to be considered and approved at the Annual General Meeting are set out in the notice convening such meeting dated 30 March 2017, which is also available at the Company’s website at www.megalogic.com.hk.