



**KITH HOLDINGS LIMITED**  
**僑威集團有限公司\***

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

**Form of proxy for use at the Annual General Meeting or any adjournment thereof**

I/We<sup>1</sup> \_\_\_\_\_  
of being holder(s) of \_\_\_\_\_<sup>2</sup> shares of HK\$0.10 each in the capital of Kith Holdings Limited  
("the Company") HEREBY APPOINT the Chairman of the Meeting<sup>3</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Room 103, 1st Floor, Duke of Winsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, at 3:00 p.m. on Thursday, 25 June 2015 and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2014.		
2.	(a) To re-elect the following directors:		
	(i) Ms. Cheng Hung Mui as executive Director.		
	(ii) Mr. Zhang Xiaofeng as executive Director.		
	(iii) Mr. Wang Feng Wu as executive Director.		
	(iv) Mr. Gou Min as non-executive Director.		
	(v) Mr. Ho Chun Chung, Patrick as independent non-executive Director.		
	(vi) Mr. Lee Kwong Yiu as independent non-executive Director.		
	(vii) Mr. Wang Jinlin as independent non-executive Director.		
	(viii) Mr. Zhang Jianxing as independent non-executive Director.		
	(ix) Mr. Liang Zhong as independent non-executive Director.		
	(b) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To appoint Mr. Chen Dekun as executive Director.		
4.	To re-appoint auditor and to authorise the Board of Directors to fix their remuneration.		
5.	Special business: To approve the Ongoing Connected Transactions.		
6.	(a) Special business: To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of this Resolution. <sup>#</sup>		
	(b) Special business: To grant a general mandate to the Board of Directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of this Resolutions. <sup>#</sup>		
	(c) Special business: Conditional on the passing of Resolutions 6 (a) and 6 (b), to extend the general mandate granted by Resolution 6 (a) by adding thereto the shares purchased pursuant to the general mandate granted by Resolution 6 (b).		
7.	Special business: To refresh Share Option Scheme limit. <sup>#</sup>		
<b>Special Resolution</b>			
8.	To change the Company name and adopt secondary name in Chinese and to authorise the Directors and company secretary to effect the change as appropriate. <sup>#</sup>		

<sup>#</sup> The full text of the resolutions are set out in the notice of the annual general meeting of the Company which is included in the circular dated 26 May 2015 of the Company.

Signature<sup>6</sup> \_\_\_\_\_

Dated \_\_\_\_\_

\* For identification purpose only

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" ALONGSIDE THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. 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 thereof, must be lodged with the Company's branch share registrars in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. 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 holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.