



時代集團控股有限公司
SITOIY GROUP HOLDINGS LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1023)

PROXY FORM

Proxy form for use by shareholders at the annual general meeting (the "Annual General Meeting") of Sito Group Holdings Limited (the "Company") convened at 10:30 a.m. on Monday, 16 November 2015 (or any adjournment thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2)
(the "Shares") of HK\$0.10 each in the share capital of the Company, hereby appoint the Chairman of the Annual General Meeting or ^(note 3) _____
of _____
or failing him of _____
to act as my/our proxy ^(note 4) at the Annual General Meeting of the Company to be held at Lotus Room, 6/F, Marco Polo Hong Kong Hotel, 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 16 November 2015 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as indicated below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note 5).

Ordinary Resolutions		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors (the "Directors") and the independent auditors' report of the Company for the year ended 30 June 2015		
2.	To declare a final dividend of HK13 cents per Share for the year ended 30 June 2015		
3.	(a) To re-elect Mr. Yeung Michael Wah Keung as executive Director		
	(b) To re-elect Mr. Chan Ka Dig Adam as executive Director		
	(c) To re-elect Mr. Kwan Po Chuen, Vincent as independent non-executive Director		
	(d) To authorise the board (the "Board") of Directors of the Company to fix the Directors' remuneration		
4.	To re-appoint Ernst & Young as auditors and authorise the Board to fix their remuneration		
5.	(1) To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the total number of issued shares of the Company as at the date of the passing of the relevant resolution		
	(2) To grant a general unconditional mandate to the Directors to allot, issue or otherwise deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of the relevant resolution		
	(3) Conditional upon resolutions 5(1) and 5(2) being passed, the general unconditional mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company pursuant to resolution 5(2) be extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 5(1)		

Date _____

Signature ^(note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Annual General Meeting or” and insert the name and address of the proxy desired in the space provided. **IF YOU DO NOT STRIKE OUT THE WORDS “THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OR” AND YOUR PROXY HAS NOT ATTENDED THE ANNUAL GENERAL MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint any number of proxies to attend in his stead at the Annual General Meeting. A proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent you.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
6. This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. Where there are joint registered holders of Shares, 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/she were solely entitled thereto; but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
8. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong (the “Branch Share Registrar”) at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof.
9. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- i. “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- ii. Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- iii. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, the Branch Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- iv. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar (address as stated in note 8 above).