



# SINO HARBOUR HOLDINGS GROUP LIMITED

## 漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 26 JULY 2016

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of SINO HARBOUR HOLDINGS GROUP LIMITED (the “Company” and the “Shares”, respectively) HEREBY

APPOINT<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the “Meeting”) (and at its adjournment) to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Tuesday, 26 July 2016 at 10:00 a.m. and to vote in respect of the resolutions set out in the notice convening the Meeting (the “Notice”) 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 and consider the audited financial statements and the reports of the directors of the Company (the “Directors”) and the Company’s independent auditors for the year ended 31 March 2016.		
2.	(a) To re-elect Mr. SHI Feng as an executive Director.		
	(b) To re-elect Ms. CHAN Heung Ling as a non-executive Director.		
	(c) To re-elect Mr. LEE Man To as an independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint BDO Limited as the Company’s independent auditor for the ensuing year and to authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to issue Shares.*		
6.	To grant a general mandate to the Directors to repurchase Shares.*		
7.	Conditional upon the passing of resolutions 5 and 6 above, to approve the extension of the general mandate in resolution 5 above for the issue of Shares to include any Shares repurchased by the Company pursuant to the general mandate in resolution 6 above.*		
8.	To approve the one-for-one bonus issue of shares.*		

\* For the full text of the proposed resolution, please refer to the notice as contained in the Company’s circular dated 24 June 2016.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint holders should be stated.
- 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 registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the Meeting or” 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 WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- The form of proxy 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.
- 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 at the Company’s Registrar in Hong Kong, Boardroom Share Registrar (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or its adjournment.
- In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish, and in such event, the form of proxy shall be deemed to be revoked.