



# KANTONE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1059)

## Form of proxy for use at the adjourned annual general meeting (the "Adjourned AGM") to be held on Monday, 29 January 2018 (or any adjournment thereof)

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares  
of HK\$1.00 each in the share capital of Kantone Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE ADJOURNED AGM<sup>3 & 4</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Adjourned AGM of the Company to be held at Rooms 1 and 2, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 29 January 2018 at 4:00 p.m. (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM dated 9 November 2017 (the "Notice") and at the Adjourned AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>5&amp;6</sup>	AGAINST <sup>5&amp;6</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors of the Company (the "Director(s)") and independent auditor of the Company for the year ended 30 June 2017		
2.	(i) To re-elect Mr. Liu Ka Lim as an executive Director (ii) To re-elect Ms. Wong Man Winny as an executive Director (iii) To re-elect Ms. To Yin Fong Cecilica as a non-executive Director (iv) To re-elect Mr. Leung Man Fai as an independent non-executive Director (v) To re-elect Ms. Chung Sau Wai Ada as an independent non-executive Director (vi) To re-elect Mr. Clayton Ip as an independent non-executive Director (vii) To authorise the board of Directors to fix the Directors' remuneration		
3.	To re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (the "Shares") not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution (details of the resolution are contained in resolution no. 4 of the Notice)		
5.	To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution (details of the resolution are contained in resolution no. 5 of the Notice)		
6.	To extend the general mandate granted by resolution no. 4 to issue additional Shares by adding the number of Shares bought back pursuant to the general mandate granted by resolution no. 5 (details of the resolution are contained in resolution no. 6 of the Notice)		
SPECIAL RESOLUTION			
7.	To approve the capital reorganisation comprising the share consolidation, the capital reduction and the diminution and increase as described in the circular of the Company dated 9 November 2017 and to approve the credits arising from the capital reduction shall be applied to set off the accumulated losses of the Company and the balance (if any) will be transferred to the account designated as the distributable reserve account of the Company and to authorise the Directors to use the amount standing to the credit of the distributable reserve account of the Company in any manner as may be permitted under the articles of association of the Company in effect from time to time and all applicable laws and to authorise the Directors to do all such acts and things and execute all such documents on behalf of the Company (details of the resolution are contained in resolution no. 7 of the Notice)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018. Signature<sup>7</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). 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).
- Any member of the Company entitled to attend and vote at the Adjourned AGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the Adjourned AGM in person to represent the member.
- If any proxy other than the Chairman of the Adjourned AGM is preferred, strike out the words "THE CHAIRMAN OF THE ADJOURNED AGM" and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the Adjourned AGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ADJOURNED AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Adjourned AGM other than those referred to in the Notice.
- All resolutions will be put to vote by way of poll at the Adjourned AGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of the Company of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Adjourned AGM (i.e. at or before 4:00 p.m. on Saturday, 27 January 2018 (Hong Kong time) or any adjournment thereof (as the case may be)).
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
- 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Adjourned AGM and, in such event, the form of proxy shall be deemed to be revoked.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Adjourned AGM (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.