



# Mengke Holdings Limited

盟科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1629)

## Form of Proxy for use at the annual general meeting of the Company to be held on Friday, 25 May 2018 (or any adjournment thereof)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of Mengke Holdings Limited (the "Company") **HEREBY APPOINT**<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the AGM (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held on 23rd Floor, Siu On Centre, No.188 Lockhart Road, Wan Chai, Hong Kong on Friday, 25 May 2018 at 11:00 a.m. (or any adjourned meeting) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the AGM (or any adjourned meeting) 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	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Group, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2017.		
2.	(a) To re-elect Mr. Zhang Weixiang as a non-executive director of the Company.		
	(b) To re-elect Mr. Cheng Tai Kwan Sunny as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with shares of the Company for an aggregate number not exceeding 20% of the number of the issued shares of the Company as at the date of the passing of this resolution.		
6.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to repurchase shares of the Company for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.		
7.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 5 above by an amount representing the number of issued shares of the Company repurchased by the Company pursuant to the general mandate under resolution no. 6 above (up to a maximum number equivalent to 10% of the number of the issued shares of the Company as at the date of the passing of this resolution).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature<sup>(Note 5)</sup> : \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
2. 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).
3. Please insert the name and address of the proxy desired. The proxy need not be a member of the Company but must attend the AGM in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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/her 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 AGM which has been properly put to the AGM.
5. This form of proxy shall be signed by you or your attorney duly authorised in writing or, in the case of a corporation, shall be signed either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM 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.
7. To be valid, this form of proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be deposited at 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 less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.
9. Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.

**The description of the resolutions in this form is by way of summary only. Please refer to the notice of the AGM dated 20 April 2018 for the full text of these resolutions.**