



KIN YAT HOLDINGS LIMITED

建溢集團有限公司

website: <http://www.kinyat.com.hk>

(Incorporated in Bermuda with limited liability)

(Stock Code: 638)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____
HK\$0.10 each in the share capital of Kin Yat Holdings Limited (the "Company"), hereby appoint ^(Note 3) the Chairman of the meeting/
_____ (name)

of _____
as my/our proxy to attend and vote for me/us behalf at the annual general meeting of the Company (the "AGM") (or at any adjournment thereof) to be held at Conference Room III, 1/F., Regal Oriental Hotel, 30-38 Sa Po Road, Kowloon City, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions (with or without amendment) set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of such resolution as hereunder indicated and, if no such indication is given, as my/our proxy thinks fits.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To receive and approve the audited financial statements and the reports of the directors (the "Director(s)") and of the auditors of the Company for the year ended 31 March 2013.		
2.	To declare a final dividend for the year ended 31 March 2013.		
3.	(a) To re-elect Mr. Cheng Chor Kit as an executive Director;		
	(b) To re-elect Mr. Fung Wah Cheong, Vincent as an executive Director;		
	(c) To re-elect Ms. Sun Kwai Yu, Vivian as an independent non-executive Director;		
	(d) To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. Ernst & Young as auditors of the Company for the ensuing financial year and to authorise the board of Directors to fix their remuneration.		
5.	To grant the Directors a general mandate to repurchase shares of the Company ("Repurchase Mandate").		
6.	To grant the Directors a general mandate to allot, issue or deal with additional shares of the Company ("Issuance Mandate").		
7.	Conditional upon the passing of the Resolutions 5 and 6 above, to extend the general mandate granted to the Directors under Resolution 6 above to issue additional new shares of the Company.		
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
8.	(a) To approve the proposed amendments to the bye-laws of the Company.		
	(b) To approve the adoption of a new set of bye-laws, which consolidates all of the proposed amendments to the bye-laws as set out in the notice convening the AGM and all previous amendments made as the new bye-laws of the Company.		

Signature(s) ^(Note 6) _____

Date _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, TICK THE BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, TICK IN THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at your proxy's discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 of such power or authority, must be lodged at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, 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 Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- The description of the resolutions in this form of proxy is by way of summary only. The full text appears in the notice of the AGM.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**