



# 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 SPECIAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
HK\$0.10 each in the share capital of Kin Yat Holdings Limited (the “Company”), hereby appoint <sup>(Note 3)</sup> the Chairman of the meeting/  
\_\_\_\_\_ (name)  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us behalf at the special general meeting of the Company (the “SGM”) (or at any adjournment thereof) to be held at Studio Room, 4/F., pentahotel Hong Kong, Kowloon, 19 Luk Hop Street, San Po Kong, Kowloon, Hong Kong on Monday, 30 March 2020 at 3:00 p.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing the resolutions (with or without amendment) set out in notice convening the SGM and at the SGM (and 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 RESOLUTION		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the sale and purchase agreement (the “S&P Agreement”, as defined in the circular of the Company dated 11 March 2020 (the “Circular”)) and the memorandum agreement (the “Memorandum Agreement”, as defined in the Circular) and the transactions contemplated thereunder and the implementation thereof; and		
2.	To authorise any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the S&P Agreement and the Memorandum Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

Date \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.
4. **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.
5. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof.
6. 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.
7. 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.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. The description of the resolutions in this form of proxy is by way of summary only. The full text of the resolution is set out in the notice of the SGM.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**