



# K. H. GROUP HOLDINGS LIMITED

## 劍虹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1557)

### FORM OF PROXY FOR 2019 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of  
the above-named Company (the "Company"), HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_ (name) of \_\_\_\_\_  
(address) or the chairman of the 2019 annual  
general meeting (the "2019 AGM") to act as my/our proxy/proxies at the 2019 AGM (or at any adjournment thereof) to be held at Room 1703-04  
Worldwide House, 19 Des Voeux Central, Central, Hong Kong on Friday, 13 September 2019 at 10:00 a.m. for the purposes of considering and, if  
thought fit, passing the resolutions set out in the notice convening the 2019 AGM and at the 2019 AGM (and at any adjournment thereof) to vote for  
me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

Ordinary Resolutions <sup>(note 4)</sup>		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>
1.	To receive and to consider, if thought, approve the audited consolidated financial statements and reports of the Directors and the Auditors for the year ended 31 March 2019		
2.	(a) To re-elect Mr. Chen Rongsheng as an Executive Director		
	(b) To re-elect Mr. Liu Xin as an Independent Non-executive Director		
	(c) To authorize the Board of Directors to fix the Directors' remuneration		
3.	To re-appoint World Link CPA Limited as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution		
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
6.	To extend the general mandate granted to the Directors under resolution (4) above to allot and issue the shares by the number of shares repurchased by the Company under the mandate referred to in resolution (5) above		

Signature <sup>(note 6)</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2019

#### Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- (2) Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- (3) Please insert the name of the proxy desired. If no name is inserted, the chairman of the 2019 AGM will act as your proxy. Any alteration made to this form of proxy must be initialed by the person(s) who signs
- (4) The descriptions of the above resolutions are by way of summary only. The full text appears in the notice of the 2019 AGM.
- (5) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "AGAINST".** If no direction is given, your proxy will be entitled to cast your vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2019 AGM other than those referred to in the notice convening the 2019 AGM.
- (6) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorized to execute the same.
- (7) In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the 2019 AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the 2019 AGM, either personally or by proxy, that one of such joint registered holders so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holder(s).
- (8) In order to be valid, you are requested to lodge this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notariately certified copy thereof at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the 2019 AGM or the adjourned 2019 AGM.
- (9) The register of members of the Company will be closed from Tuesday, 10 September 2019 to Friday, 13 September 2019, (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining the Shareholders who are entitled to attend and vote at the 2019 AGM. In order to be eligible to attend and vote at the 2019 AGM, all completed share transfer instruments accompanied by the relevant share certificate(s) should be lodged for registration with the Union Registrars Limited, the Company's branch share registrar and transfer office in Hong Kong, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on from Monday, 9 September 2019.
- (10) A proxy need not be a member of the Company but must attend the 2019 AGM in person to represent you.
- (11) Completion and return of this form of proxy will not preclude you from attending and voting at the 2019 AGM or the adjourned 2019 AGM if you so wish. In the event that you attend the 2019 AGM or the adjourned 2019 AGM, this form of proxy will be deemed to be revoked.
- (12) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the 2019 AGM, the 2019 AGM will be postponed. The Company will post an announcement on the website of the Company at "www.kh-holdings.com" and the "Latest Company Announcements" page of the website of the HKEx at "www.hkexnews.hk" to notify Shareholders of the date, time and place of the rescheduled 2019 AGM.

#### 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 2019 AGM of the Company (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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made.