

CBK Holdings Limited

國茂控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8428)

SECOND PROXY FORM

Second form of proxy for use at the annual general meeting to be held at Room 1501, 15/F., Vanta Industrial Centre, 21–33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Monday, 30 September 2019 at 10:00 a.m. (or at any adjournment thereof)

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of CBK Holdings Limited (“Company”), HEREBY APPOINT ^(Notes 3 & 4) _____ of _____ or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) of the Company to be held at Room 1501, 15/F., Vanta Industrial Centre, 21–33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Monday, 30 September 2019 at 10:00 a.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit.

Ordinary Resolutions		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive, consider and approve the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2019		
2.	(i) To re-elect Mr. Chung Wing Yin as independent non-executive director of the Company		
	(ii) To re-elect Mr. Chan Lap Ping as executive director of the Company		
	(iii) To re-elect Mr. Zhang Chi as executive director of the Company		
3.	To authorise the board of directors of the Company to fix the directors’ remuneration		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of directors of the Company to fix the auditors’ remuneration for the ensuing year		
5.	To give a general mandate to the directors to issue new shares of the Company not exceeding 20% of the total number of issued shares of the Company		
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company		
7.	To extend the general mandate to be given to the directors to allot, issue and deal with additional shares of the Company of an amount representing the total number of shares repurchased by the Company		

Date: _____ Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any shareholder of the Company is entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Any alterations made to this second form of proxy should be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This second 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 under its seal or under the hand of an officer, attorney or other person duly authorised.
- A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- Where there are joint holders of any share any one of such joint holders may vote, either in person 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 any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- In order to be valid, this second form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be delivered at the Company’s branch share registrar 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 meeting or any adjournment thereof (the “Closing Time”) (as the case may be).
- Completion and return of this second form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having lodged this second form of proxy, this second form of proxy will be deemed to have been removed.
- Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 29 JUNE 2019 CONTAINING THE NOTICE OF THE AGM (“FIRST PROXY FORM”), SHOULD NOTE THAT:**
 - if no Second Proxy Form is lodged with the Company’s Hong Kong Branch Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (including, if properly put, a resolution for the re-election of the additional candidate as Director as set out in the supplemental circular of the Company dated 20 September 2019) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form;
 - if the Second Proxy Form is lodged with the Company’s Hong Kong Branch Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder; and
 - if the Second Proxy Form is lodged with the Company’s Hong Kong Branch Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company’s Hong Kong Branch Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s Hong Kong Branch Registrar before the Closing Time.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Union Registrars Limited.