



KINGWELL GROUP LIMITED

京維集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1195)

Form of Proxy for Extraordinary General Meeting (or any adjournment thereof) to be held on 23 October 2014

I/We, being the registered holder(s) of KINGWELL GROUP LIMITED (the “Company”), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 1) to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Units 314–315, Wing On Plaza, 62 Mody Road, TST East, Kowloon, Hong Kong on 23 October 2014 at 11:30 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 8)		Signature ^(Note 4)	
Registered Holding ^(Note 2)			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve the Disposal and the transactions contemplated under the Sale and Purchase Agreement.		

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.