



# Fulum Group Holdings Limited 富臨集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1443)

## PROXY FORM

**Form of proxy for use by shareholders at the annual general meeting to be held at 15/F., Luk Hop Industrial Building, 8 Luk Hop Street, San Po Kong, Kowloon, Hong Kong at 11:00 a.m. on 28 August 2018**

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ (note b) shares (the "Shares") of HK\$0.001 each in the share capital of Fulum Group Holdings Limited (the "Company") hereby appoint the chairman of the annual general meeting (the "Meeting") of the Company or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy (note c) at the Meeting to be held at 15/F., Luk Hop Industrial Building, 8 Luk Hop Street, San Po Kong, Kowloon Hong Kong on 28 August 2018 at 11:00 a.m. (or any adjournment thereof) and to vote on my/our behalf as directed below.

Please mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

| ORDINARY RESOLUTIONS |                                                                                                                                                                                                                                                                                                                                                                                       | FOR (note d) | AGAINST (note d) |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------|
| 1.                   | To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 March 2018.                                                                                                                                                                               |              |                  |
| 2.                   | To declare a special final dividend of HK\$3.69 cents per share and a final dividend of HK\$1.31 cents per share of HK\$0.001 each in the capital of the Company for the year ended 31 March 2018.                                                                                                                                                                                    |              |                  |
| 3.                   | To consider and approve the continuing connected transactions contemplated under the 2018 Connected Tenancy Framework Supplemental Agreement, the 2018 Proposed Annual Caps and the transactions contemplated thereunder.                                                                                                                                                             |              |                  |
| 4.                   | (a) To re-elect Mr. Yeung Yun Kei as an executive director of the Company.                                                                                                                                                                                                                                                                                                            |              |                  |
|                      | (b) To re-elect Mr. Fan Chun Wah Andrew as an independent non-executive director of the Company.                                                                                                                                                                                                                                                                                      |              |                  |
|                      | (c) To re-elect Mr. Wu Kam On Keith as an independent non-executive director of the Company.                                                                                                                                                                                                                                                                                          |              |                  |
|                      | (d) To authorise the board of directors of the Company to fix the remuneration of its directors.                                                                                                                                                                                                                                                                                      |              |                  |
| 5.                   | To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor.                                                                                                                                                                                                                              |              |                  |
| 6.                   | To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the additional shares in the capital of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of this resolution.                                                                                       |              |                  |
| 7.                   | To grant a general and unconditional mandate to the directors of the Company to repurchase shares in the capital of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.                                                                                                                               |              |                  |
| 8.                   | Conditional upon resolutions 6 and 7 above being passed, the general and unconditional mandate granted to the directors to allot, issue or otherwise deal with the additional shares in the capital of the Company pursuant to resolution 6 be extended by the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 7. |              |                  |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Shareholder's signature x \_\_\_\_\_ x (notes e to j)

### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If you wish to vote only part of the number of Shares in respect of which the proxy is so appointed, please state the exact number of Shares in lieu of tick ("✓") in the relevant box. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her 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 the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are 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 instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power of authority must be deposited with the Hong Kong branch share registrar and transfer office ("Branch Registrar") of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
- For the purpose of determining members who are qualified for attending the annual general meeting, the register of members of the Company will be closed from Wednesday, 22 August 2018 to Tuesday, 28 August 2018 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on Tuesday, 21 August 2018.
- For the purpose of determining members who are qualified for the proposed special final and final dividends, conditional on the passing of resolution numbered 2 set out in this notice, the register of members of the Company will be closed from Monday, 3 September 2018 to Wednesday, 5 September 2018, both days inclusive, during which no transfer of Share will be effected. In order to qualify for the proposed special final and final dividends, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch register and transfer office in Hong Kong at the address stated in note 3 above not later than 4:30 p.m. on Friday, 31 August 2018 for registration.
- Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person(s) who sign(s) the form.

### 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 Meeting 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 in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.