abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

Form of Proxy for Special General Meeting to be held on Monday, 19 November 2018 at 10:30 a.m.

I/We [1] ____

of____

being the registered holder(s) of [2] __________________ shares of HK$0.10 each in the capital of abc Multiactive Limited (the "**Company**"), HEREBY APPOINT [3] ____

of____

or failing him, the Chairman of the meeting as my/our proxy to attend the Special General Meeting of the Company to be held at 23/F, On Hing Building, No. 1 On Hing Terrace, Central, Hong Kong on Monday, 19 November 2018 at 10:30 a.m. and at any adjournment thereof, to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS#	**FOR [4]**	**AGAINST [4]**
1.	To approve the re-designation and re-classification of the existing authorised share capital of the Company.		
2.	To approve and confirm the Subscription Agreement (as supplemented and amended by a supplemental agreement dated 10 October 2018) and the transactions contemplated thereunder (including the issue of the Convertible Preference Shares, the Convertible Bond and the Conversion Shares); and the grant of the Specific Mandate.		
	SPECIAL RESOLUTION#	**FOR [4]**	**AGAINST [4]**
3.	To consider and approve the resolution regarding the amendments to the Bye-laws by way of the adoption of a new set of Bye-laws.		

The full text of these resolutions is set out in the notice of the special general meeting.

Signature[5] ______________________________

Dated this ____________ day of ____________ 2018

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. 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.** A proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. **Important: If you wish to vote for any of the resolution, tick in the appropriate box marked "For". If you wish to vote against any of the resolution, tick in the appropriate box marked "Against".** Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution 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 above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint registered holders of any share, any one of such holders 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, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.

* *For identification purposes only*