



# KTL International Holdings Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 442)

## ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 10 AUGUST 2017 FORM OF PROXY

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.005 each (the "Share") in the capital of KTL International Holdings Group Limited (the "Company"), hereby appoint the chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy <sup>(Note 4)</sup> to act for me/us at the annual general meeting (the "Meeting") of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Thursday, 10 August 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and independent auditor of the Company for the year ended 31 March 2017.		
2.	(A) To re-elect Mr. Nang Qi as an executive Director.		
	(B) To re-elect Mr. Chen Peiliang as an executive Director.		
	(C) To re-elect Mr. Xue Qiang as an executive Director.		
	(D) To re-elect Mr. Chan Chi Kuen as an independent non-executive Director.		
	(E) To re-elect Mr. Lo Chun Pong as an independent non-executive Director.		
3.	To authorise the board of Directors to determine the remuneration of the Directors.		
4.	To appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company.		
5.	(A) To grant an unconditional general mandate to the Directors to issue, allot and otherwise deal in shares not exceeding 20% of the number of issued shares of the Company <sup>(Note 6)</sup> ;		
	(B) To grant an unconditional general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company <sup>(Note 6)</sup> ; and		
	(C) To extend, conditional upon the passing of resolutions 5(A) and 5(B), the number of shares repurchased under resolution 5(B) to the mandate granted to the Directors under resolution 5(A).		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Shareholder's signature <sup>(Notes 7 & 8)</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the duly appointed Chairman of the Meeting will set as your proxy.
- A proxy need not be the Chairman of the Meeting. 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 Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.**
- The full text of these resolutions appear in the notice of the Meeting dated 12 July 2017.
- This 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 or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons 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.
- A proxy need not be a member of the Company.
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the transfer office of the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.