



# PC PARTNER GROUP LIMITED

## 栢能集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_  
share(s) of HK\$0.10 each in the capital of PC Partner Group Limited (the "Company") hereby appoint the Chairman of the Meeting,  
or <sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Lobby Floor, Salon II & III, Hyatt Regency Hong Kong, Shatin, 18 Chak Cheung Street, Shatin, New Territories, Hong Kong on Thursday, 25 May 2017 at 2:30 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

	RESOLUTIONS	For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2016.		
2.	To declare a final dividend and special dividend.		
3.	(a) To re-elect Mr. Ho Nai Nap as a director.		
	(b) To re-elect Mr. Lai Kin Jerome as a director.		
	(c) To re-elect Mr. Cheung Ying Sheung as a director.		
	(d) To authorise the board of directors to fix the remuneration of the directors.		
4.	To re-appoint BDO Limited as auditor and to authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the directors to issue and allot additional shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.		
6.	To grant a general mandate to the directors to repurchase shares in the capital of the Company not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.		
7.	To extend the general mandate granted to the directors under Resolution No. 5 by adding the aggregate nominal amount of the shares repurchased by the Company under Resolution No. 6.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature(s) <sup>5</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote 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.
- 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 common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting (i.e. not later than 2:30 p.m. on Tuesday, 23 May 2017).
- Where there are joint registered holders of any share, any one of such persons 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 are present at the Meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy needs not be a member of the Company and must attend the Meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

\* for identification purpose only