



# UKF (HOLDINGS) LIMITED

## 英裘 (控股) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08168)

(the "Company")

### PROXY FORM FOR THE ANNUAL GENERAL MEETING OF 18 JULY 2014

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of 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 (and at any adjournment thereof) to be held at Peking Room in Shun Fung at 48/F, Two Exchange Square, Central, Hong Kong, Hong Kong on 18 July 2014, Friday, at 4:00 p.m. and to vote in respect of the following resolutions as indicated:

	RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the independent auditors of the Company (the "Auditors") for the year ended 31 March 2014		
2.	To re-appoint HLM CPA Limited as the Auditors and to authorise the board of Directors to fix their remuneration		
3.	To approve the proposed declaration of a final dividend of HK0.3 cents per ordinary share of the Company to the shareholders of the Company (the "Shareholders") whose names appear on the register of members of the Company on 25 July 2014		
4.	To re-elect the following Directors:		
	(a) Mr. Ang Wing Fung as an independent non-executive Director to hold office until the conclusion of the annual general meeting of the Company of 2017;		
	(b) Mr. Jean-pierre Philippe as an independent non-executive Director to hold office until the conclusion of the annual general meeting of the Company of 2017;		
5.	To authorise the board of Directors to fix the Directors' remuneration		
6.	To grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company (the "General Mandate") as set out in item 6 of the Notice of Annual General Meeting dated 16 June 2014 (the "Notice of AGM")		
7.	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the "Repurchase Mandate") as set out in item 7 of the Notice of AGM		
8.	To approve the addition to the General Mandate of the number of Shares repurchased by the Company under the Repurchase Mandate as set out in item 8 of the Notice of AGM		
9.	To approve the refreshment of the scheme mandate limit of the share option schemes adopted by the Company as set out in item 9 of the Notice of AGM		
10.	To approve the allotment and issue of bonus shares (the "Bonus Shares") on terms as set out in item 10 of the Notice of AGM		

Dated: \_\_\_\_\_

Signature <sup>(5)(6)(7)(8)</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 in the Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please indicate with a "✓" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with a "✓" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
- In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- 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 thereof must be deposited at the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.