



**KPa-BM Holdings Limited**  
**應力控股有限公司\***

(Incorporated in Cayman Islands with limited liability)  
 (Stock Code: 8141)

**PROXY FORM**

**Form of proxy for use by shareholders of KPa-BM Holdings Limited (the “Company”) at the extraordinary general meeting of the Company (the “Meeting”) to be held at 1907 to 1915, The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Monday, 3 July 2017 at 11:00 a.m.**

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01  
 each (the “Shares”) of the Company **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Meeting (or any adjournment thereof) of the Company to be held at **1907 to 1915, The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong** on Monday, 3 July 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTION <sup>#</sup> |  | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|----------------------------------|--|------------------|----------------------|
| 1(a)                             | To approve, confirm and ratify the supplemental agreement dated 28 April 2017 and the proposed 2018 annual cap for the transactions contemplated thereunder for the year ending 31 March 2018.   |                  |                      |
| 1(b)                             | To authorise any one director of the Company to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the supplemental agreement and the transactions contemplated thereunder. |                  |                      |

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

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares of HK\$0.01 each 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).
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.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolution referred to in the notice convening the meeting which has been properly put to the meeting.
5. 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 signed either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In the case of joint holders any one of such joint holders may vote, 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 be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the 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 in respect of the joint holding.
7. To be valid, this form of proxy, and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited (“Share Registrar”) at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong no less than 48 hours before the time for holding the Meeting.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so desire and in such event, this proxy form shall be deemed to be revoked.
9. Any alteration made to this form should be initialed by the person who signs the form.

\* For identification purpose only