



HKC (HOLDINGS) LIMITED

香港建設(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 190)

(Warrant code: 1403)

(website: www.hkcholdings.com)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being registered holder(s) of ^(Note 2) _____
ordinary shares of HK\$0.01 each in the capital of HKC (Holdings) Limited (the "Company"), HEREBY APPOINT the chairman of the meeting ^(Note 3)
or _____
of _____
or failing him, _____
of _____
as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company, to be held at Picasso Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 27 May 2015 at 11:00 a.m. for the purposes of considering the resolutions set out in the Notice convening the said Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and if no such indication is given as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

(See Note 4)

RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2014.		
2.	i. To re-elect Mr. OEI Kang, Eric as a Director.		
	ii. To re-elect Mr. CHAN Kwok Fong, Joseph as a Director.		
	iii. To re-elect Mr. Albert Thomas DA ROSA, Junior as a Director.		
3.	To authorise the Board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint PricewaterhouseCoopers as Auditor of the Company and to authorise the Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of the resolution (the "Issue Mandate").		
6.	To grant a general mandate to the Directors of the Company to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of the resolution (the "Repurchase Mandate").		
7.	Conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the authority to allot, issue and deal with shares under the Issue Mandate by an additional number representing such number of shares repurchased by the Company under the Repurchase Mandate.		

Full text of the above resolutions is set out in the notice dated 24 April 2015 convening the meeting.

Signature(s): _____

Date: _____

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 in the capital of the Company registered in your name(s).
3. A shareholder of the Company may appoint another person as his proxy. If such an appointment is made, delete the words the Chairman of the Meeting, and insert the name(s) and address(es) of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: PLEASE INDICATE WITH AN "✓" IN THE APPROPRIATE BOX BESIDE EACH OF THE RESOLUTIONS HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF. 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 MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE CONVENING THE MEETING.**
5. If the appointor is a corporation, this form must be either under its common seal or under the hand of an officer, or attorney, or other person duly authorised on that behalf.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
7. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the principal place of business of the Company in Hong Kong at 9/F., Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
8. A proxy need not be a shareholder of the Company.

* For identification purpose only