



POLYTEC ASSET HOLDINGS LIMITED

保利達資產控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 208)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 NOVEMBER 2018

I/We, ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____

ordinary shares in the share capital of Polytec Asset Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3)

or _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at U Banquet, 4th Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong, on Wednesday, 21 November 2018 at 10:00 a.m. (the "Meeting") (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To ratify, confirm and approve the sale and purchase agreement dated 22 June 2018 (the "Smart Rising Agreement") entered into between Noble Prime International Limited ("Noble Prime") and Polytec Holdings International Limited (the "Vendor") in relation to the acquisition of 500 ordinary shares of Smart Rising Limited ("Smart Rising") representing 50% issued share capital of Smart Rising and the sale loan representing 50% of the obligations, liabilities and debts owing or incurred by Smart Rising to the Vendor as at 31 May 2018 at an initial consideration of HK\$1,200,111,000 subject to a consideration adjustment to a cap of HK\$311,912,000 and the transactions contemplated thereunder and that any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things as he/she considers necessary and to sign and execute all such documents for the purpose of giving effect to the Smart Rising Agreement and completing the transactions contemplated thereunder.		
2.	To ratify, confirm and approve the sale and purchase agreement dated 22 June 2018 (the "Allround Agreement") entered into between Noble Prime and the Vendor in relation to the acquisition of 60 ordinary shares of Allround Holdings Limited (全能控股有限公司*) ("Allround") representing 60% issued share capital of Allround and the sale loan representing 60% of the obligations, liabilities and debts owing or incurred by Allround to the Vendor as at 31 May 2018 at a consideration of HK\$644,378,000 and the transactions contemplated thereunder and that any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things as he/she considers necessary and to sign and execute all such documents for the purpose of giving effect to the Allround Agreement and completing the transactions contemplated thereunder.		

Dated this _____ day of _____ 2018

Signed ^(Note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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 CHAIRMAN OF THE MEETING**" and insert the name and address 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX UNDER 'FOR'. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX UNDER 'AGAINST'.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote or abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion or to abstain from voting 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.
- 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 Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, personally or by proxy, 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 to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at the above address.

* For identification purpose only