



HKC (HOLDINGS) LIMITED
香港建設(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 190)

(website: www.hkcholdings.com)

**PROXY FORM FOR THE COURT MEETING OF SCHEME SHAREHOLDERS
TO BE HELD ON FRIDAY, 23 APRIL 2021
(AND ANY ADJOURNMENT THEREOF)**

Proxy form for use at the meeting (and at any adjournment thereof) of the Scheme Shareholders (as defined in the Scheme defined below) of HKC (Holdings) Limited (the “Company”) convened by the direction of the Supreme Court of Bermuda (the “Court Meeting”)

No. of shares of par value HK\$0.25 each of the Company to which this form of proxy relates <i>(Note 1)</i>	
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**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2021 No. 85
IN THE MATTER OF
HKC (HOLDINGS) LIMITED
AND
SECTION 99 OF THE COMPANIES ACT 1981**

I/We *(Note 2)* _____

of _____

being Scheme Shareholder(s) of the Company, HEREBY APPOINT *(Note 3)* _____

of _____

or failing him/her, THE CHAIRMAN OF THE COURT MEETING as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of the Scheme Shareholders to be held at Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 23 April 2021 at 10:00 a.m. (Hong Kong time) (and at any adjournment thereof) for the purpose of considering and, if thought fit, approving the scheme of arrangement (with or without modification) (the “Scheme”) between the Company and the Scheme Shareholders referred to in the notice dated 1 April 2021 convening the Court Meeting (the “Notice”) and at the Court Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the Scheme as indicated below, and if no such indication is given as my/our proxy thinks fit.

Please indicate with a “✓” in the boxes below how you wish the proxy to vote on your behalf. *(Note 4)*

FOR the Scheme <i>(Note 5)</i>	AGAINST the Scheme <i>(Note 5)</i>

Date: _____

Signature *(Note 6)*: _____

* For identification purposes only

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
3. If you wish to appoint any other person as your proxy you should delete the reference to the Chairman of the Court Meeting and insert the name and address of the proxy you wish to appoint. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY**. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The Scheme will be voted upon by way of poll at the Court Meeting.
5. **IF YOU WISH TO VOTE FOR THE SCHEME, TICK (“/”) THE APPROPRIATE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK (“/”) THE APPROPRIATE BOX MARKED “AGAINST the Scheme”.** If more than one proxy form for the Court Meeting is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the proxy forms will not be accepted. If more than one proxy form for the Court Meeting is submitted and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept those proxy forms. Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution or motion properly put to the Court Meeting other than that referred to in the Notice.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. If you are a shareholder whose name appears in the register of members of the Company kept by Computershare Hong Kong Investor Services Limited, this proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the Court Meeting. Alternatively, this proxy form may be handed to the Chairman of the Court Meeting at the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it.
8. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
9. Completion and return of this proxy form will not prevent you from attending and voting in person at the Court Meeting (and any adjournment thereof) and in that event the proxy will be revoked by operation of law.

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 Court 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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.