



# FDG Kinetic Limited

## 五龍動力有限公司

(Receivers and Managers Appointed)

(Incorporated in Bermuda with limited liability)

(Stock Code: 378)

### Second Proxy Form for use at the Adjourned Annual General Meeting or any adjournment thereof

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s)  
of HK\$0.20 each (the "Share(s)") in the share capital of FDG KINETIC LIMITED (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> the  
Chairman of the subject meeting or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the Adjourned Annual General Meeting of the Company to  
be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 30 April 2021 at 11:00 a.m.  
or at any adjournment thereof (the "Meeting") for the purposes of considering and, if thought fit, passing the resolutions 1 to 4(C) as  
Ordinary Resolutions as set out in the notice and supplemental notice convening the Meeting as hereunder indicated or, if no such  
indication is given, as my/our proxy(ies) think(s) fit.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited financial statements and the reports of the directors and the independent auditor for the year ended 31 March 2020.		
2(A).	(i) To re-elect Mr. Toh Hock Ghim as independent non-executive director <sup>(Note 5)</sup> .		
	(ii) To re-elect Ms. Vera Yue as independent non-executive director <sup>(Note 5)</sup> .		
	(iii) To elect Ms. Tse Ka Wing as independent non-executive director <sup>(Note 5)</sup> .		
	(iv) To elect Mr. Lo Kon Ki as independent non-executive director <sup>(Note 5)</sup> .		
	(v) To elect Mr. Chang Sun Bun Benson as independent non-executive director <sup>(Note 5)</sup> .		
	(vi) To elect Mr. Wong Siu Hung Patrick as executive director <sup>(Note 5)</sup> .		
2(B).	To authorise the board of directors to fix the directors' remuneration until the conclusion of the next annual general meeting.		
3.	To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
4(A). <sup>#</sup>	To grant a general mandate to the directors to allot and issue new shares of the Company.		
4(B). <sup>#</sup>	To grant a general mandate to the directors to buy back shares of the Company.		
4(C). <sup>#</sup>	To extend the general mandate to allot and issue new shares of the Company by the number of shares of the Company bought back.		

<sup>#</sup> The full text of each resolution is set out in the notice of the Annual General Meeting dated 29 December 2020.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the Chairman of the subject meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box or insert a number will entitle your proxy to cast your vote 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. There will be a total of three vacancies for directors of the Company. As there are more than three candidates standing for election at the Meeting, each resolution proposing that a candidate be appointed as a director of the Company will provide for a method to determine which candidate shall be elected as a director as follows:  
  
"THAT subject to the number of net votes cast in relation to this resolution (net votes being votes cast in favour minus votes cast against this resolution) being among one of the highest three number of net votes cast on each of the resolutions for the appointment of a person as executive/independent non-executive director (*as the case may be*) of the Company at the adjourned annual general meeting to be held on 30 April 2021 or on the date of its adjournment (where applicable) (the "**Adjourned AGM**"), [name of candidate] be and is hereby appointed as an executive/independent non-executive director (*as the case may be*) of the Company with effect from the conclusion of the Adjourned AGM."
6. This proxy form must be signed by you or your attorney duly authorised in writing, or in case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or that authority shall be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting ("**Closing Time**").
8. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
9. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company.
10. Delivery of this proxy form shall not preclude a shareholder from attending and voting in person at the Meeting or upon the poll concerned and, in such event, this proxy form shall be deemed to be revoked.
11. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 29 DECEMBER 2020 CONTAINING THE NOTICE OF THE ANNUAL GENERAL MEETING, SHOULD NOTE THAT:**
  - (a) If this proxy form is not lodged with the Company's branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
  - (b) If this proxy form is lodged with the Company's branch share registrar before the Closing Time, this proxy form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. This proxy form will be treated as a valid proxy form lodged by the shareholder.
  - (c) If this proxy form is lodged with the Company's branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this proxy form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if this proxy form was not lodged with the Company's branch share registrar. Accordingly, shareholders are advised to complete this proxy form carefully and lodge this proxy form with the Company's branch share registrar before the Closing Time.