



KANTONE HOLDINGS LIMITED

看通集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1059)

Form of proxy for use at the annual general meeting (the “AGM”) to be held on Thursday, 30 December 2021 (or any adjournment thereof)

I/We¹, _____
of _____
being the registered holder(s) of² _____ shares
of HK\$0.10 each in the share capital of Kantone Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRPERSON OF
THE AGM^{3&4}** or _____
of _____

as my/our proxy to attend the AGM of the Company to be held at Room 3601, Level 36, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 30 December 2021 at 4:00 p.m. (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM dated 30 November 2021 (the “Notice”) and at the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^{5&6}	AGAINST ^{5&6}
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Director(s)”) and independent auditor of the Company for the year ended 30 June 2021		
2.	(i) To re-elect Mr. Liu Ka Lim as a non-executive Director		
	(ii) To re-elect Ms. Chung Sau Wai Ada as an independent non-executive Director		
	(iii) To elect Mr. Ip Wai Lun William as independent non-executive Director		
	(iv) Subject to the AGM taking place on or after the date of despatch of the composite offer and response document in relation to the mandatory general offer made by Kingston Securities Limited for and on behalf of Innovative City Investments Limited (the “Offeror”) to acquire all the issued shares of the Company (other than those already owned and/or to be acquired by the Offeror and parties acting in concert with it) (the “Offer”), to elect Mr. Chan Koon Wa as executive Director and chairman of the board of Directors of the Company		
	(v) Subject to the AGM taking place before the first closing date of the Offer, to re-elect Mr. Clayton Ip as an independent non-executive Director		
	(vi) Subject to the AGM taking place before the first closing date of the Offer, to re-elect Mr. Wu Yunjing as an executive Director		
	(vii) To authorise the board of Directors to fix the Directors’ remuneration		
3.	To re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (the “Shares”) not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution (details of the resolution are contained in resolution no. 4 of the Notice)		
5.	To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution (details of the resolution are contained in resolution no. 5 of the Notice)		
6.	To extend the general mandate granted by resolution no. 4 to issue additional Shares by adding the number of Shares bought back pursuant to the general mandate granted by resolution no. 5 (details of the resolution are contained in resolution no. 6 of the Notice)		

Dated this _____ day of _____ 2021.

Signature⁷: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company 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. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the AGM in person to represent the member.
4. If any proxy other than the Chairperson of the AGM is preferred, strike out the words "THE CHAIRPERSON OF THE AGM" and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the AGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRPERSON OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the AGM other than those referred to in the notice convening the AGM.
6. All resolutions will be put to vote by way of poll at the AGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of the Company of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
8. 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 certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 4:00 p.m. on Tuesday, 28 December 2021 (Hong Kong time) or any adjournment thereof (as the case may be)).
9. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
11. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM 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 AGM (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 the Privacy Compliance Officer of Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.