

# SINOMAX

## Sinomax Group Limited

### 盛諾集團有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1418)

**Form of proxy for use by shareholders at the annual general meeting of Sinomax Group Limited (the “Company”) to be held at 10:00 a.m. on Friday, 10 June 2016 at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, Hong Kong (or any adjournment thereof) (the “Meeting”)**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(note b)</sup> of HK\$0.1 each in the capital of the Company hereby appoint the  
Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> to attend for me/us at the Meeting for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditor of the Company for the year ended 31 December 2015		
2.	To declare a final dividend of HK2.5 cents per share of the Company for the year ended 31 December 2015		
3.	(a) To re-elect Ms. LAM Fei Man as an executive Director		
	(b) To re-elect Mr. WONG Chi Keung as an independent non-executive Director		
	(c) To re-elect Professor LAM Sing Kwong, Simon as an independent non-executive Director		
	(d) To re-elect Mr. FAN Chun Wah, Andrew as an independent non-executive Director		
4.	To authorise the board of Directors to fix the remuneration of the Directors		
5.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorise the board of Directors to fix their remuneration		
6.	To grant a general mandate to the Directors to allot, issue and deal with the unissued shares of HK\$0.1 each in the share capital of the Company, the aggregate nominal amount of which shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
7.	To grant a general mandate to the Directors to repurchase the Company’s shares up to 10% of the issued share capital of the Company as at the date of passing of this resolution		
8.	To add the nominal amount of the shares in the Company repurchased by the Company under resolution no.7 above to the general mandate granted to the Directors under resolution no. 6 above		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Shareholder’s signature \_\_\_\_\_ <sup>(notes e, f, g, h and i)</sup>

**Notes:**

- a. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. Where there are any joint registered holders of any shares of the Company (“Shares”), the names of all joint registered holders should be stated.
- b. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed in the space provided. A proxy need not be a shareholder of the Company.
- d. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will be entitled to vote or abstain at his/her/its discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her/its discretion. A proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person 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 are present at the Meeting, personally or by proxy, that 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.
- f. This form of proxy must be signed by you or your attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- h. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- i. **Any alteration made to this form of proxy should be initialled by the person who signs the form.**