



# PANTRONICS HOLDINGS LIMITED

## 桐成控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1611)

### Form of appointment of proxy for the Annual General Meeting (“Meeting”) of the Company to be held on 27 March 2018 (and at any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.001 each in the share capital of Pantronics Holdings Limited (the “Company”) HEREBY APPOINT<sup>3</sup> \_\_\_\_\_ or \_\_\_\_\_ of \_\_\_\_\_

or failing him the Chairman of the Meeting, as my/our proxy to attend, and vote for me/us and on my/our behalf at the Meeting of the Company to be held at Club Lusitano, 27<sup>th</sup> Floor, 16, Ice House Street, Central, Hong Kong on Tuesday, 27 March 2018 at 9:00 a.m. (and at any adjournment thereof) in respect of the proposed ordinary resolutions as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our<sup>1</sup> proxy thinks fit.

	RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and of the auditor of the Company for the year ended 30 September 2017.		
2.	To re-elect the following retiring directors		
	a. Mr. Ho Hon Ching as an executive Director.		
	b. Mr. Simon Nai-cheng Hsu as a non-executive Director.		
3.	To authorise the Board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint BDO Limited as the Company’s auditor and to authorise the Board of Directors to fix their remuneration.		
5.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital of the Company.		
6.	To give a general mandate to the Directors to repurchase shares not exceeding 10% of the total nominal amount of the existing issued share capital of the Company.		
7.	To extend the general mandate granted to the directors to issue shares by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature(s)<sup>5</sup> \_\_\_\_\_  
(Authorised signatory and company chop or seal of a corporation, as appropriate)

Notes:

- Full name(s) and address(es) to be inserted 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 in the capital of the Company registered in your name(s).
- Full name and address to be inserted in **BLOCK CAPITALS**. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “or failing him, the Chairman of the Meeting”. Any alteration made to this form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTION(S), PLEASE TICK (✓) IN THE APPROPRIATE BOX(ES) MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTION(S), PLEASE TICK (✓) IN THE APPROPRIATE BOX(ES) MARKED “AGAINST”.** If no direction is given, the proxy will vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised to sign the same.
- To be valid, this form together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at 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, as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- In case of joint registered holders of any share(s), any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, such person so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish and in such event, this form of proxy shall be deemed to be revoked.