



有利集團有限公司*

Yau Lee Holdings Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 0406)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 4 SEPTEMBER 2019 AND AT ANY ADJOURNMENT THEREOF

No. of shares to which this Proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* _____

of _____

being (a) registered shareholder(s) of YAU LEE HOLDINGS LIMITED (the "Company") hereby appoint *(Note 3)* the Chairman of the Meeting or _____

of _____

as my/our proxy to attend for me/us and on my/our behalf at the Annual General Meeting of the Company ("the Meeting") to be held at 38/F, Holiday Inn Express Hong Kong SoHo, No. 83 Jervois Street, Sheung Wan, Hong Kong on Wednesday, 4 September 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice convening the Meeting and at the Meeting, or at any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
1.	To receive the Audited Consolidated Financial Statements, Report of the Directors and Independent Auditor's Report for the year ended 31 March 2019.		
2.	To declare a final dividend for the year ended 31 March 2019.		
3.	(1) To re-elect Ms. Wong Wai Man as a Director.		
	(2) To re-elect Mr. Chan, Bernard Charnwut as a Director.		
	(3) To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as Independent Auditor and authorise the Board of Directors to fix their remuneration.		
5.	(1) To give a general mandate to the Board of Directors to issue, allot and deal with additional shares of the Company not exceeding 20 per cent of the existing issued share capital of the Company.		
	(2) To give a general mandate to the Board of Directors to repurchase shares of the Company not exceeding 10 per cent of the existing issued share capital of the Company.		
	(3) That the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company shall be added to the aggregate nominal amount of shares that may be allotted by the Board of Directors pursuant to the general mandate.		

Dated this _____ day of _____ 2019.

Signature *(Note 5)* _____

Notes:

- Please insert the number of shares registered in your name(s) to which the 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).
- Please insert full name(s) and address(es) in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE APPROPRIATE BOXES. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion whether to vote for or against the Resolutions or to abstain from voting. Your proxy will be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
- Where there are joint registered holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- To be valid, this form of proxy, together with the power of attorney or other authority, under which it is signed or a notarially certified copy of that power of attorney or other authority must be deposited at the principal place of business of the Company at 10th Floor, Tower 1, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. no later than 10:00 a.m. on Monday, 2 September 2019) or any adjournment thereof.
- 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.

* For identification purpose only