



九龍建業有限公司

KOWLOON DEVELOPMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 34)

**PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares

of KOWLOON DEVELOPMENT COMPANY LIMITED (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or, failing him/her, the Chairman of the meeting as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company to be held at U Banquet, 4th Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong on Wednesday, 21 November 2018 at 11:30 am (Hong Kong time) (or 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 such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(1)	To ratify, confirm and approve the sale and purchase agreement dated 22 June 2018 (the "Rideon Agreement") entered into between Future Star International Limited, a direct wholly-owned subsidiary of the Company, and Polytec Holdings International Limited (the "Vendor") in relation to the acquisition of 1 ordinary share of Rideon Limited ("Rideon") representing the entire issued share capital of Rideon and the sale loan representing 100% of the obligations, liabilities and debts owing or incurred by Rideon to the Vendor as at 31 May 2018 at a consideration of HK\$2,110,242,000 and the transactions contemplated thereunder; and to authorise for and on behalf of the Company any one director of the Company to do all such acts and things as he/she considers necessary and to sign and execute all such documents for the purpose of giving effect to the Rideon Agreement and completing the transactions contemplated thereunder.		
(2)	To ratify, confirm and approve the sale and purchase agreement dated 22 June 2018 (the "Smart Rising Agreement") entered into between Noble Prime International Limited ("Noble Prime"), an indirect non wholly-owned subsidiary of the Company, and the Vendor in relation to the acquisition of 500 ordinary shares of Smart Rising Limited ("Smart Rising") representing 50% issued share capital of Smart Rising and the sale loan representing 50% of the obligations, liabilities and debts owing or incurred by Smart Rising to the Vendor as at 31 May 2018 at an initial consideration of HK\$1,200,111,000 subject to a consideration adjustment to a cap of HK\$311,912,000 and the transactions contemplated thereunder; and to authorise for and on behalf of the Company any one director of the Company to do all such acts and things as he/she considers necessary and to sign and execute all such documents for the purpose of giving effect to the Smart Rising Agreement and completing the transactions contemplated thereunder.		
(3)	To ratify, confirm and approve the sale and purchase agreement dated 22 June 2018 (the "Allround Agreement") entered into between Noble Prime and the Vendor in relation to the acquisition of 60 ordinary shares of Allround Holdings Limited (全能控股有限公司) ("Allround") representing 60% issued share capital of Allround and the sale loan representing 60% of the obligations, liabilities and debts owing or incurred by Allround to the Vendor as at 31 May 2018 at a consideration of HK\$644,378,000 and the transactions contemplated thereunder; and to authorise for and on behalf of the Company any one director of the Company to do all such acts and things as he/she considers necessary and to sign and execute all such documents for the purpose of giving effect to the Allround Agreement and completing the transactions contemplated thereunder.		

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

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

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- Please insert the full name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to complete either box will entitle your proxy to cast his/her vote at his/her discretion.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed under the hand of an officer or attorney duly authorised.
- In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders are present at the meeting personally or by proxy, one of the said persons so present whose name stands first on the Register of Members in respect of the joint holding shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding Sunday and public holidays) before the time appointed for holding the meeting or any adjournment thereof.
- Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy needs not be a member of the Company.
- Completion and return of this proxy 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, the proxy form shall be deemed to be revoked.
- ANY ALTERATION MADE IN THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance ("PDPO") (Chapter 486 of the Laws of Hong Kong).
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this proxy form.
- Your Personal Data will not be transferred to any third parties (other than the share registrar of the Company) unless it is a requirement to do so by law and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such requests should be in writing and addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited.

\* For identification purpose only