



# LC Group Holdings Limited

## 良斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1683)

### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING (or any adjournment thereof)

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary shares (the "Shares") of HK\$0.01 each in the capital of LC Group Holdings Limited (the "Company") hereby appoint the chairman (the "Chairman") of the annual general meeting (the "Meeting") of the Company or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the Meeting to be held at Conference Room, Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 26 February 2016 at 10:30 a.m. and at any adjournment thereof, on the resolutions referred to in the notice convening the Meeting (the "Notice"), or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For (Note 4)	Against (Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 30 September 2015.		
2.	(i) To re-elect Mr. LEONG Hing Loong Rudoff as an executive Director.		
	(ii) To re-elect Ms. CHEW Christina Mooi Chong as an executive Director.		
	(iii) To re-elect Mr. SHIH Steven Chun Ning as an executive Director.		
	(iv) To re-elect Mr. TANG Hamilton Ty as an independent non-executive Director.		
	(v) To re-elect Mr. LEE Frank King-ting as an independent non-executive Director.		
	(vi) To re-elect Mr. HO Hin Yip as an independent non-executive Director.		
3.	To authorize the board (the "Board") of Directors to fix the remuneration of the Directors.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorize the Board to fix their remuneration.		
5.	To give a general and unconditional mandate to the Directors to exercise all powers of the Company to issue, allot and deal with additional ordinary shares of the Company not exceeding 20% of the total nominal amount of the issued share capital of the Company on the date of passing this resolution.		
6.	To give a general and unconditional mandate to the Directors to exercise all powers of the Company to purchase the Company's ordinary shares not exceeding 10% of the total nominal amount of the issued share capital of the Company on the date of passing this resolution.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company.		

Full text of the above resolutions is set out in the Notice dated 25 January 2016 convening the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature (Note 5) \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) are 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).
- If any person other than the Chairman is appointed as proxy, please delete the words "the chairman (the "Chairman") of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of that person in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- 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 duly authorised.
- In the case of joint holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.