



KWG GROUP HOLDINGS LIMITED

合景泰富集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1813)

**PROXY FORM FOR ANNUAL GENERAL MEETING
TO BE HELD ON 6 JUNE 2019**

I/We⁽¹⁾ _____ (name)
of _____ (address)
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.10 each in the capital of KWG Group Holdings Limited
(the "Company") hereby appoint⁽³⁾⁽⁴⁾ the Chairman of the Meeting or _____ (name)
of _____ (address)
to act as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting (or at any adjournment thereof) (the "Meeting") of the Company to be held at Salon 1-3, JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 6 June 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting ("Notice") and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions ⁽¹²⁾		For ⁽⁵⁾	Against ⁽⁵⁾
1.	To receive and approve the audited consolidated financial statements, Report of the Directors and Independent Auditor's Report for the year ended 31 December 2018.		
2.	To declare a final dividend of RMB31 cents per share for the year ended 31 December 2018 (payable in cash in Hong Kong dollars with scrip option).		
3.	To re-elect Mr. Kong Jianmin as an executive Director and authorise the Board to fix his remuneration.		
4.	To re-elect Mr. Kong Jiantao as an executive Director and authorise the Board to fix his remuneration.		
5.	To re-elect Mr. Lee Ka Sze, Carmelo, JP, as an independent non-executive Director and authorise the Board to fix his remuneration.		
6.	To re-appoint Ernst & Young as auditor of the Company and authorise the Board to fix their remuneration.		
7.	To grant a general mandate to the Directors to allot, issue or deal with shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution.		
8.	To grant a buy-back mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution.		
9.	To extend the general mandate to issue shares of the Company under resolution 7 by adding the nominal amount of the shares bought back under resolution 8.		
10.	(a) To grant a specific mandate to the Directors to allot and issue the Connected Awarded Shares (as defined in the notice convening the Meeting); and (b) any one of the Directors be authorised for and on behalf of the Company to take any action to carry out the allotment and issue of the Connected Awarded Shares under the specific mandate and the transactions contemplated thereunder.		
11.	To grant 148,500 Connected Awarded Shares pursuant to the Scheme (as defined in the notice convening the Meeting) to Mr. Tsui Kam Tim.		
12.	To grant 138,000 Connected Awarded Shares pursuant to the Scheme to Mr. Cai Fengjia.		
13.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Guangchuan.		
14.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Wende.		
15.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme to Ms. Huang Yanping.		
16.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme to Mr. Jin Yanlong.		
17.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Ms. Mai Lihua.		
18.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Ou Jian.		
19.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Tang Wen.		

Dated: _____ 2019 Signature⁽⁶⁾ _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **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". If no direction is given, your proxy may vote or abstain 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 convening the Meeting.
- 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 under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarised copy thereof must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint persons be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- The description of the resolution is by way of summary only. The full text of the resolution appears in the notice convening the Meeting.