



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 2019 (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ share(s) of HK\$0.001 each in the share capital of Pantronics Holdings Limited (the “Company”) HEREBY APPOINT³ _____ 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 L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, Hong Kong, on Wednesday, 27 March 2019 at 9:00 a.m. (or 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 proxy thinks fit⁴.

| ORDINARY RESOLUTIONS | | FOR ⁴ | AGAINST ⁴ |
|----------------------|--|------------------|----------------------|
| 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 2018. | | |
| 2. | To re-elect the following retiring directors: | | |
| | (1) Mr. Lee Chris Curl as an executive director of the Company; | | |
| | (2) Mr. Lan Jianzhong as an executive director of the Company; | | |
| | (3) Mr. Duan Xiongfei as an independent non-executive director of the Company; | | |
| | (4) Mr. Yip Wai Ming as an independent non-executive director of the Company; and | | |
| | (5) Mr. Ngai Matthew Cheuk Yin as an independent non-executive director of the Company. | | |
| 3. | To authorise the board of directors of the Company to fix the remuneration of the directors of the Company. | | |
| 4. | To re-appoint BDO Limited as the Company’s auditor and to authorise the board of directors of the Company to fix their remuneration. | | |
| 5. | To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the existing issued share capital of the Company. | | |
| 6. | To give a general mandate to the directors of the Company to repurchase the Company’s 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 of the Company to issue additional shares of the Company pursuant to ordinary resolution no. 5 with an amount representing the aggregate amount of the share capital of the Company repurchased pursuant to the ordinary resolution no. 6, if passed. | | |

Dated _____

Signature(s)⁵ _____
(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 of the Company 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(s) and address(es) to be inserted in **BLOCK CAPITALS**. A proxy need not be a member of the Company. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address. Your and your proxy’s Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy’s Personal Data is on voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s branch share registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and will be retained for such period as may be necessary for our verification and record purpose. By providing your proxy’s Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.