



# Jicheng Umbrella Holdings Limited

## 集成傘業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1027)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 28 MAY 2015

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (the "Share(s)") of  
HK\$0.01 each in the capital of Jicheng Umbrella Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>, or  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Ramada Hong Kong Hotel (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong on Thursday, 28 May 2015 at 11:00 a.m. (or at any adjournment thereof) (the "Meeting") 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 such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company and its subsidiaries for the year ended 31 December 2014.		
2.	(a) To re-elect Mr. Huang Wenji as executive Director		
	(b) To re-elect Ms. Chen Jieyou as executive Director		
	(c) To re-elect Mr. Yang Guang as executive Director		
	(d) To re-elect Mr. Lin Zhenshuang as executive Director		
	(e) To re-elect Mr. Chung Kin Hung, Kenneth as executive Director		
	(f) To re-elect Mr. Tse Ka Wing as independent non-executive Director		
	(g) To re-elect Mr. Yang Xuetai as independent non-executive Director		
	(h) To re-elect Ms. Yau Lai Ying as independent non-executive Director		
	(i) To authorize the board of Directors ("Board") to fix the Directors' remuneration		
3.	To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix the auditors' remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company.		
5.	To grant a general mandate to the directors of the Company to repurchase the shares not exceeding 10% of the issued share capital of the Company.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signature<sup>5</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "**the Chairman of the Meeting**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
4. **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 as he/she thinks fit. 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.
5. 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, attorney duly authorised.
6. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote.
8. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
9. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
10. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.