



HL Technology Group Limited

泓淋科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1087)

FORM OF PROXY

Proxy Form for use at the Extraordinary General Meeting (the “Meeting”)
to be held on 6 July 2016 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of USD 0.02 each in the share capital of HL Technology Group Limited (the “Company”) hereby appoint the Chairman of the Meeting or ^(Note 3) _____
of _____
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 Conference Room 4, Renaissance Beijing Wangfujing Hotel, No. 57 Wangfujing Street, Dongcheng District, Beijing, the People’s Republic of China on Wednesday, 6 July 2016 at 11:00 a.m. (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, 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 ^(Note 4)	Against ^(Note 4)
1.	“THAT		
	(a) the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
	(b) the allotment and issue of an aggregate of 39,000,000 new ordinary shares of USD0.02 each in the share capital of the Company (the “Subscription Share(s)”) credited as fully paid at issue price of HK\$1.55 per Subscription Share be and are hereby approved;		
	(c) all the transactions contemplated under the Subscription Agreement in connection with the issue of 117,000,000 options of the Company (the “Option(s)”) be and are hereby approved;		
	(d) the allotment and issue of up to a maximum number of 117,000,000 new ordinary shares of US\$0.02 each in the share capital of the Company (the “Conversion Share(s)”) credited as fully paid at initial subscription price of HK\$1.9 per Conversion Share which may fall to be allotted and issue upon the exercise of the option rights attaching to the Options be and are hereby approved;		
	(e) the directors (the “Directors”) of the Company be and are hereby generally and specifically authorised to allot and issue such number of the Subscription Shares and Conversion Shares (the “Specific Mandate”) as may be required to cover the Conversion Shares that may fall to be allotted and issued upon exercise of the option rights attaching to the Options subject to and upon the terms and conditions as set out in the Subscription Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution;		
	(f) any one of the Directors be and are hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for completion of the Subscription Agreement, including the issue of the Subscription Shares, Options and the Conversion Shares and to agree to such variation, amendment or waiver in relation thereto which are, in the opinion of the Directors, in the interest of the Company.”		

Dated this _____ day of _____ 2016

Signature(s) X _____ X ^(Notes 5 to 10)

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all 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).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE MEETING, or failing him” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- 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.
- Any member of the Company 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 at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
- Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened.
- Where there are joint holders of any Share, any one of such joint holders may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The description of these resolutions is by way of summary only. The full text appears in the notice of the extraordinary general meeting of the Company dated 20 June 2016.

* For identification purpose only