



# IN CONSTRUCTION HOLDINGS LIMITED 現恆建築控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1500)

## FORM OF PROXY FOR 2015 ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the share capital of In Construction Holdings Limited (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the meeting, as my/our proxy(ies) to attend and vote for me/us at the 2015 annual general meeting of the Company to be held at Kellett Room III, 3/F, The Excelsior, Hong Kong on Monday, 24 August 2015 at 3:30 p.m. (or at any adjournment thereof) (the "2015 AGM") and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice of 2015 AGM as indicated below, or, if no such indication is given, at the discretion of my/our proxy(ies).

		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements, the reports of the directors and auditors for the year ended 31 March 2015.		
2.	To re-appoint KPMG as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
3.	To declare a final dividend of HK\$0.03 per share for the year ended 31 March 2015.		
4.	(a) To re-elect Mr. Lau Pak Man as an executive director of the Company.		
	(b) To re-elect Mr. Leung Chi Kin as an independent non-executive director of the Company.		
	(c) To re-elect Mr. Lam Chi Hung Louis as an independent non-executive director of the Company.		
	(d) To re-elect Mr. Yau Chi Man Norman (also known as Iao Chi Meng) as an independent non-executive director of the Company.		
	(e) To authorise the board of directors of the Company to fix the remunerations of the directors of the Company.		
5.	To grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution (ordinary resolution no.5 of the notice of the 2015 AGM).		
6.	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution (ordinary resolution no.6 of the notice of the 2015 AGM).		
7.	To extend, conditional upon the above ordinary resolution nos. 5 and 6 being duly passed, the general mandate to the directors of the Company to issue additional shares representing such number of shares repurchased by the Company (ordinary resolution no.7 of the notice of the 2015 AGM).		

Date: \_\_\_\_\_, 2015 Shareholder's Signature <sup>(Note 5)</sup>: \_\_\_\_\_

### Notes:

- Please insert full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. A member is entitled to attend and vote at the 2015 AGM and is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the 2015 AGM in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK IN THE RELEVANT BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK IN THE RELEVANT BOX(ES) MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) or abstain from voting at his/their discretion. Your proxy(ies) will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the meeting other than those set out in the notice of the 2015 AGM.
- 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 seal or under the hand of an officer, attorney or other person duly authorised.
- Where there is joint registered holders of any share(s), any one of such persons may vote at the 2015 AGM, 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 be present at the 2015 AGM personally or by proxy, that one of the said person so present whose name stands first on the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy and, if requested by the board of directors of the Company, the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power or authority, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs this form.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the 2015 AGM if you so wish.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the general meeting will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the 2015 AGM if you so wish.

### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which may include but is not limited to your name and/or address.
- Your supply of personal data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and/or other instructions.
- Your personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your personal data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your personal data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited.