



南旋控股有限公司
NAMESON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1982)

**Proxy Form for use at the Extraordinary General Meeting to be held
at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong
on Monday, 11 December 2017**

I/We (note 1) _____
of _____ being the registered holder(s)
of (note 2) _____ ordinary shares of HK\$0.01 each in the capital of Nameson Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting or (note 3 & 4) _____
of _____
as my/our proxy to act for me/us on my/our behalf at the extraordinary general meeting (the “EGM”) of Nameson Holdings Limited (the “Company”) to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 11 December 2017 at 10:30 a.m. and at such EGM to vote for me/us and in my/our name(s) in respect of the resolutions set out in the Notice of EGM as directed below or, if no such indication is given, as my/our proxy thinks fit.

Resolutions	(Note 5)	
	For	Against
1. To approve the acquisition (the “Acquisition”) of the entire issued share capital of V. Success Limited by Nameson Group Limited (the “Purchaser”) from Mr. Wong Ting Chung (the “Vendor”), at a consideration of HK\$550 million which shall be satisfied by cash and the issue and allotment of Consideration Shares (as defined herein) pursuant to a conditional share transfer agreement (the “Share Transfer Agreement”) dated 28 September 2017 entered into by the Purchaser and the Vendor, and the transactions contemplated thereunder, including the allotment and issue of 200,000,000 ordinary shares of HK\$0.01 each in the issued share capital of the Company (the “Consideration Shares”) at an issued price of HK\$1.72 per Consideration Share to the Vendor in accordance with the Share Transfer Agreement, and to authorise any one or more of the directors of the Company to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Acquisition and the transactions contemplated thereunder, including but not limited to, the issue and allotment of the Consideration Shares to the Vendor.		

Dated _____

Shareholder’s signature (note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.01 each of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if holding two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of proxy desired in the space provided.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. If more than one of the joint holders be present at the meeting the vote of the senior holder 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 shareholding.
8. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
9. Completion and delivery of this proxy form shall not preclude a member from attending and voting in person if you so wish.
10. Any alterations made in this form should be initialled by the person who signs it.