

# SkyNet Group Limited

## 航空互聯集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

(Stock Code: 8176)

**Form of proxy for use by the shareholders of SkyNet Group Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 8 May 2017 at 10:00 a.m. (or any adjournment thereof).**

I/We (Note a) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (Note b) \_\_\_\_\_ ordinary shares (each a “Share”) of HK\$0.10 each of the Company hereby appoint the chairman (the “Chairman”) of the Meeting (Note c) or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy at the Meeting to be held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 8 May 2017 at 10:00 a.m. or any adjournment thereof and to vote on my/our behalf as indicated below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (Note d).

Ordinary Resolutions		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31 December 2016.		
2.	(a) To re-elect Dr. Andrew Goldenberg as executive Director.		
	(b) To re-elect Mr. Lee Chan Wah as executive Director.		
	(c) To re-elect Mr. Zhang Chong as executive Director.		
	(d) To re-elect Mr. Zhang Chongdi as executive Director.		
	(e) To re-elect Mr. Tam B Ray, Billy as independent non-executive Director.		
	(f) To authorise the board of Directors to fix the Directors’ remuneration.		
3.	To appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4.	To grant the general and unconditional mandate to the Directors to issue, allot and otherwise deal with new Shares.		
5.	To grant the general and unconditional mandate to the Directors to repurchase Shares.		
6.	To add the nominal amount of Shares repurchased to the general mandate granted under resolution no. 4.		
7.	To approve the refreshment of the scheme mandate limit under the share option scheme of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Shareholder’s Signature(s) \_\_\_\_\_ (Notes e, f, g and h)

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b. Please insert the number of Shares registered in your name(s). 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).
- c. A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting (Note c) or” and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/ her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g. To be valid, this form of proxy 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 Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h. Any alteration made to this form of proxy should be initialled by the person who signs the form.
- i. Completion and return of this form of proxy 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, the form of proxy shall be deemed to be revoked.