

KATE CHINA HOLDINGS LIMITED

中持基業控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8125)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____ of _____ being the registered holder(s) of (Note 2) _____ ordinary shares (the "Shares") of Kate China Holdings Limited (the "Company") HEREBY APPOINT (Note 3) the Chairman of the Annual General Meeting (the "Meeting"), or _____ of _____ as my/our proxy to attend the Meeting to be held at Unit A, 10/F, Tontex Industrial Building, No. 2-4 Sheung Hei Street, San Po Kong, Kowloon, Hong Kong on Monday, 29 September 2014, at 10:00 a.m. (or at any adjournment thereof) and vote for me/us and on my/our behalf in respect of the under mentioned resolutions as indicated.

ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2014;		
2. (a) To re-elect Mr. Chan Tat Wah as an executive director of the Company.		
(b) To re-elect Mr. Fok Chun Kit as an executive director of the Company.		
(c) To re-elect Mr. Tsang Kei Cheong as an executive director of the Company.		
(d) To re-elect Mr. Lam Yiu Kin as an independent non-executive director of the Company.		
(e) To re-elect Mr. Lu Tak Ming as an independent non-executive director of the Company.		
(f) To re-elect Prof. Lai Kin Keung as an independent non-executive director of the Company.		
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4. To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5. To give a general mandate to the board of directors of the Company to repurchase shares of the Company not exceeding 10% of its issued shares as at the date of this resolution.		
6. To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of its issued shares as at the date of this resolution.		
7. Conditional on the passing of resolutions nos. 5 and 6, to extend the general mandate given to the directors of the Company to allot, issue and deal with shares not exceeding the aggregate number of shares repurchased pursuant to the general mandate granted under resolution no. 5.		

Shareholder's Signature (Note 5) _____

Date _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company 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 Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "Chairman of the Meeting" and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided. You are entitled to appoint one or more separate proxies and the proxy need not be a member of the Company but must attend the Meeting in person to represent you.
4. Please indicate with a "✓" in the space opposite to each of the resolutions showing how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his 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 case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. Where there are joint registered holders of any share(s), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.
7. 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 notarially certified copy thereof) must be deposited at the Company's registrar and transfer office, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or at any adjournment thereof.
8. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**