



# B & S INTERNATIONAL HOLDINGS LTD.

## 寶仕國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1705)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 27 AUGUST 2018 (AND/OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the share capital of B & S International Holdings Ltd. (the "Company") hereby appoint the chairman of the annual general meeting of the Company, or <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company (and/or at any adjournment thereof) to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong on Monday, 27 August 2018 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

Ordinary resolutions		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "Directors") and the independent auditors of the Company (the "Auditors") for the year ended 31 March 2018.		
2.	To approve the final dividend of HK3 cents per ordinary share for the year ended 31 March 2018.		
3.	To re-elect the following persons as Directors:		
	(a) Mr. Chan Siu Cheung Stephen as an executive Director;		
	(b) Mr. Chau Wing Kong William as an executive Director; and		
	(c) Mr. Chung Kwok Mo John as an independent non-executive Director.		
4.	To authorise the board (the "Board") of Directors to fix the remuneration of the Directors for the year ending 31 March 2019.		
5.	To re-appoint PricewaterhouseCoopers as the Auditors and authorise the Board to fix their remuneration.		
6.	To grant a general mandate to the Board:		
	(i) to allot, issue and otherwise deal with additional shares (the "Shares") of the Company up to 20% of the total number of issued Shares as at the date of passing this resolution.		
	(ii) to repurchase Shares up to 10% of the total number of issued Shares as at the date of passing this resolution.		
	(iii) to extend the general mandate to the Board to allot, issue and otherwise deal with additional Shares to include the total number of issued Shares repurchased by the Company.		

For the full text of the proposed resolutions, please refer to the notice convening the Meeting as contained in the Company's circular dated 23 July 2018.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature(s) <sup>(5)(6)(7)(8)(9)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint 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 the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which such proxy so appointed must be specified.
- If any proxy other than the chairman is preferred, please strike out the words "the chairman of the annual general meeting of the Company, or", and insert the name and address of the person you wish to appoint in space provided. Any alteration made to this form of proxy must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand first in the register of members of the Company in respect of the relevant joint holding.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (and/or at any adjournment thereof).
- The completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting (and/or at any adjourned meeting thereof) if you so wish and in such event, the form of proxy shall be deemed to have been revoked.
- A proxy need not be a member of the Company but must attend in person to represent you.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Union Registrars Limited at the above address.