

# SAM WOO CONSTRUCTION GROUP LIMITED

## 三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3822)

### Form of Proxy for the Annual General Meeting to be held on 7 September 2015

I/We<sup>1</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.01  
each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>** or \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address) as

my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at The Ballroom Four, 18/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 7 September 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the Resolutions as indicated below:

	RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To consider and receive the audited consolidated financial statements and the report of the directors of the Company and the independent auditor's report for the year ended 31 March 2015.		
2.	To declare a final dividend.		
3.	(a) To re-elect Professor Wong Sue Cheun, Roderick as independent non-executive director;		
	(b) To re-elect Mr. Chu Tak Sum as independent non-executive director;		
	(c) To re-elect Mr. Ip Tin Chee, Arnold as independent non-executive director; and		
	(d) To authorise the board of directors to fix their remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the existing issued share capital.		
6.	To give a general mandate to the directors to repurchase the Company's shares not exceeding 10% of the total nominal amount of the existing issued share capital.		
7.	To extend the general mandate granted to the directors to allot and issue additional shares of the Company by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signed<sup>5</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING or**” here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his votes 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 the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy, together with any power of attorney Branch Registrar in (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Registrar 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 the Meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

\* For identification purposes only