

HIGHLIGHT CHINA IOT INTERNATIONAL LIMITED

高銳中國物聯網國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1682)

PROXY FORM FOR 2015 ANNUAL GENERAL MEETING

Proxy form for use by shareholders at the annual general meeting to be convened at Rooms 4114-4119, 41st Floor, Sun Hung Kai Centre, No.30 Harbour Road, Wanchai, Hong Kong on Tuesday, 22 September 2015 at 11:00 a.m.

I/We^(note a) _____
of _____
being the registered holder(s) of^(note b) _____ ordinary share(s) of HK\$0.01 each (the “Share(s)”) of Highlight China IoT International Limited (the “Company”) hereby appoint the chairman of the annual general meeting of the Company (the “Meeting”) or^(note c) _____
of _____

to act as my/our proxy at the Meeting to be held at Rooms 4114-4119, 41st Floor, Sun Hung Kai Centre, No.30 Harbour Road, Wanchai, Hong Kong on Tuesday, 22 September 2015 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed 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 ^(note d)	AGAINST ^(note d)
1.	To receive and adopt the audited consolidated financial statements and reports of the directors of the Company and the Company’s auditors for the year ended 31 March 2015		
2(a).	To re-elect Mr. Lau Chi Kit as an independent non-executive director		
2(b).	To re-elect Mr. Lam Kai Yeung as an independent non-executive director		
2(c).	To re-elect Mr. Ma Ming as an independent non-executive director		
2(d).	To authorise the board of directors to fix the remuneration of the directors		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration		
4.	To grant a general and unconditional mandate to the directors of the Company to allot and issue or otherwise deal with additional Shares		
5.	To grant a general and unconditional mandate to the directors of the Company to repurchase Shares		
6.	To extend the general and unconditional mandate granted to the directors of the Company to allot, issue and deal with additional Shares by addition of the nominal amount of the Shares repurchased under resolution no. 5		

Shareholder’s signature _____^(notes e, f, g and h) Dated this _____ day of _____ 2015

Notes:

- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. The name of all joint registered holder(s) should be stated.
- Please insert the number of Share(s) 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).
- A proxy need not be a member 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 annual general meeting of the Company (the “Meeting”) or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “FOR”. If you wish to vote against the resolution, please tick (“✓”) the box marked “AGAINST”.** If this proxy form returned is duly signed but without specific direction on any of the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of all resolution(s); 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 discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint registered holders of any Share, this proxy form may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders 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.
- The proxy form must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this proxy form and/or a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof.
- Any alteration made to this proxy form should be initialled by the person who signs the form.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.