

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)

SECOND PROXY FORM FOR 2017 ANNUAL GENERAL MEETING

Second proxy form for use by shareholders at the annual general meeting to be convened at 26th Floor, 238 Des Voeux Road Central, Hong Kong on Friday, 29 September 2017 at 3:00 p.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 26th Floor, 238 Des Voeux Road Central, Hong Kong on Friday, 29 September 2017 at 3:00 p.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 2017		
2(a).	To re-elect Mr. Feng Chen as an executive director		
2(b).	To re-elect Mr. Lam Kai Yeung as an executive director		
2(c).	To re-elect Mr. Lau Chi Kit as an independent non-executive director		
2(d).	To re-elect Mr. Li Hui as an independent non-executive director		
2(e).	To re-elect Mr. Chan Kin as a non-executive director		
2(f).	To authorise the board of directors to fix the remuneration of the directors		
2(g).	To re-elect Mr. Zhi Hua as an executive director		
3.	To re-appoint Pan-China (H.K.) CPA Limited 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 number of the Shares repurchased under resolution no. 5		
7.	To approve the refreshment of the scheme limit under the share option scheme of the Company		

Shareholder's signature _____ (notes e, f, g and h) Dated this _____ day of _____ 2017

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 second 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 second 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 second 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 second 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 second 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 Company's Hong Kong branch share registrar and transfer office in Hong Kong, 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 the holding of the meeting (i.e. 3:00 p.m. on Wednesday, 27 September 2017, Hong Kong time) or any adjournment thereof (Hong Kong time) (the "Closing Time").
- Any alteration made to this second proxy form should be initialled by the person who signs the form.
- Completion and return of this second proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 31 AUGUST 2017 CONTAINING THE NOTICE OF THE AGM, SHOULD NOTE THAT:**
 - If no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, the ordinary resolution for the re-election of Mr. Zhi Hua as an executive director as set out in the supplemental circular dated 14 September 2017) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
 - If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or is lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong branch share registrar before the Closing Time.

* The full text of the resolution is set out in the notice of the annual general meeting of the Company dated 31 August 2017 and the supplemental notice of the annual general meeting of the Company dated 14 September 2017.

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 authorized 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 Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.