



A.Plus Group Holdings Limited

優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8251)

Number of shares to which this form of proxy relates ^(Note 1)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 29 SEPTEMBER 2016 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 2) _____
(of _____)
being the registered holder(s) of shares in the issued share capital of A.Plus Group Holdings Limited (the "Company") HEREBY APPOINT ^(Note 4)
the Chairman of the meeting or _____
(of _____) or failing him _____
(of _____)
as my/our proxy/proxies to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "Annual General Meeting") of the Company for the year ended 31 March 2016 to be held at Conference Room (Asuka), TKP Conference Centre Central, 23/F, Euro Trade Centre, 21-23 Des Voeux Road Central, Central, Hong Kong on Thursday, 29 September 2016 at 4:00 p.m. (or at any adjournment thereof) on the resolutions referred to in the notice convening the Annual General Meeting as indicated below.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Director(s)") and auditors of the Company for the year ended 31 March 2016.		
2(a).	To re-elect Mr. Lam Kim Wan as an executive Director.		
2(b).	To re-elect Mr. Fong Wing Kong as an executive Director.		
2(c).	To re-elect Mr. Yue Ming Wai Bonaventure as an independent non-executive Director.		
2(d).	To re-elect Ms. Sze Tak On as an independent non-executive Director.		
2(e).	To re-elect Mr. Leung Siu Hong as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the respective remuneration of the Directors.		
4.	To re-appoint SHINEWING (HK) CPA Limited as the Company's independent auditors and to authorise the Board to fix their remuneration.		
5(A)	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company of up to 20% of the aggregate nominal value of the share capital of the Company as in issue at the date of passing of this resolution.		
5(B).	To grant a general mandate to the Directors to repurchase shares of the Company of up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.		
5(C).	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		

Date this _____ day of _____ 2016. Signature(s) ^(Note 7) _____

Notes:

- Please insert the number of shares registered in your name(s) to which this form of 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 each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- 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 discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting (or any adjournment thereof) other than those referred to in the notice convening the Annual General Meeting.
- The full text of the resolutions is set out in the notice of the Annual General Meeting dated 30 June 2016.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under its seal or under the hand of any officer, attorney or other person authorised to sign the same. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In order 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 notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office 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 Annual General Meeting or any adjournment thereof.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy will not preclude shareholders of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, this form of proxy will be deemed to be revoked.