

# YGM TRADING LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 00375)

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We (note 1) ..... of .....

..... being the registered holder(s) of (note 2) .....

ordinary shares in the share capital of YGM Trading Limited (the “Company”) hereby appoint (note 3) the Chairman of the Meeting

or ..... of .....

to act as my/our proxy to attend, act and vote on my/our behalf as directed below at the annual general meeting of the Company (the “Meeting”) to be held at Yau Yat Chuen Garden City Club, 7 Cassia Road, Yau Yat Chuen, Kowloon, Hong Kong on 16 September, 2015 at 12:15 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, with or without amendment or modification passing the resolutions set out the notice convening the Meeting (the “Notice of Annual General Meeting”) dated 28 July 2015.

Please indicate with a “✓” in the space provided how you wish your vote(s) to be cast on a poll. Should this form of proxy be returned duly signed but without a specific indication, the proxy will vote or abstain at his own discretion.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements, the directors’ report and the independent auditor’s report for the year ended 31 March 2015.		
2.	To approve and declare final dividend for the year ended 31 March 2015.		
3.	a. (i) To re-elect Mr. Chan Wing Fui, Peter as an executive director of the Company.		
	(ii) To re-elect Mr. Fu Sing Yam, William as an executive director of the Company.		
	(iii) To re-elect Mr. Lin Keping as an independent non-executive director of the Company.		
	(iv) To re-elect Mr. Sze Cho Cheung, Michael as an independent non-executive director of the Company.		
	b. To authorise the board of directors of the Company to fix the remuneration of directors and any committees of directors.		
4.	To re-appoint KPMG as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5(A).	To grant a general mandate to the board of directors of the Company to allot, issue and deal with the shares of the Company.		
5(B).	To grant a general mandate to the board of directors of the Company to buy back the Company’s own shares.		
5(C).	To extend, conditional upon the passing of resolutions 5(A) and 5 (B), the general mandate granted under the resolution 5(A) to allot, issue and deal with the additional shares bought back by the Company under the general mandate granted under resolution 5(B).		

Dated this ..... day of ..... 2015 Signature(s) .....

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
2. Please insert the number of ordinary shares of the Company to which this form of proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares of the Company registered in your name(s) (whether alone or jointly with others).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. The proxy need not be a member of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
4. Any member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
5. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
6. In the case of joint holders, the vote of the most senior holder who tenders a vote, whether present in person or by proxy, will 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 appear in the register of members in respect of the joint holding and this form of proxy must be signed by the member whose name appears first on the register of member of the Company.
7. This form of proxy must be signed by the appointor or his attorney duly authorised in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
8. To be valid, this form of proxy together with any power of attorney or any other authority (if any) under which it is signed or a notarially certified copy of power of authority must be dispatched at the registered office of the Company at 22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong by not later than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
9. Any alteration made in this form of proxy should be initialled by the person who signs it. Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
10. The Notice of Annual General Meeting is set out in the circular of the Company dated 28 July 2015.