



金利豐金融集團有限公司

KINGSTON FINANCIAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 01031)

Form of Proxy for use at the Annual General Meeting to be held on 17 August 2012 or any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.02 each in the capital of KINGSTON FINANCIAL GROUP LIMITED (the "Company")
HEREBY APPOINT the Chairman of the Meeting ^(Note 3) or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the "Meeting") to be held at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on 17 August 2012 at 11:00 a.m. or at any adjournment thereof in respect of the resolutions set out in the notice convening the Meeting as indicated below.

RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
ORDINARY RESOLUTIONS		
1. To receive and consider the audited consolidated financial statements and the reports of the Directors and of the auditors for the fifteen months ended 31 March 2012.		
2. To declare a final dividend for the fifteen months ended 31 March 2012.		
3. To re-elect Mr. Chu, Nicholas Yuk-yui as an executive director of the Company.		
4. To re-elect Dr. Wong Yun Kuen as an independent non-executive director of the Company.		
5. To authorise the board of directors of the Company (the "Directors") to fix the remuneration of the Directors.		
6. To re-appoint BDO Limited as auditors and to authorise the Directors to fix the remuneration of the auditors.		
7 A. To approve a general mandate to the Directors to allot, issue and deal with shares not exceeding 20% of the issued share capital of the Company.		
B. To approve a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company.		
C. To extend the general mandate granted under resolution No. 7A by including the number of shares repurchased by the Company pursuant to resolution No. 7B.		
SPECIAL RESOLUTIONS		
8. A. To amend the bye-laws of the Company in the manner as proposed in the notice of annual general meeting ("Notice of the Meeting").		
B. To approve the adoption of a new set of bye-laws of the Company, which consolidates all of the proposed amendments set out in the Notice of the Meeting and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings, as the New bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company.		

Signature(s) ^(Note 5) _____

Date: _____, 2012

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as set out in the register of member of the Company. The names of all joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (3) Every member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf at the Meeting. A proxy need not be a member of the Company but must attend the Meeting or any adjournment thereof in person to represent you. If any proxy other than the Chairman of the Meeting is desired, 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. Any alteration made to this form of proxy must be initialled by the person who signs it.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either will entitle your proxy to cast his/her votes at his/her discretion or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion or abstain 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, this form of proxy must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s), shall alone be entitled to vote in respect thereof.
- (7) To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or notarially certified copy thereof, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be).
- (8) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- (9) The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (as its absolute discretion) is not material as being valid.