

# NOVO GROUP LTD.

(Incorporated in Singapore with limited liability)

(Company Registration No. 198902648H)

Singapore Stock Code: MR8

Hong Kong Stock Code: 1048

By submitting an instrument appointing a proxy/proxies and/or representatives, the member is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of Annual General Meeting dated 31 August 2016. "Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your and your proxy's and/or representative's name, address and NRIC/Passport No.

## Annual General Meeting

\*(Personal Data Privacy)

## PROXY FORM

(Please see notes overleaf before completing this Form)

I/We\*, \_\_\_\_\_ (Name) NRIC/Passport No.\* \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a shareholder/shareholders of **NOVO GROUP LTD.** (the "Company") hereby appoint:-

Name:	NRIC/Passport Number	Proportion of Shareholding(s)	
		Number of Share(s)	%
Address:			

and/or\*

Name:	NRIC/Passport Number	Proportion of Shareholding(s)	
		Number of Share(s)	%
Address:			

or failing him/her\*, the Chairman of the Annual General Meeting (the "AGM") of the Company as my/our\* proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf at the AGM of the Company to be held at the Meeting Room 832, Level 8, Main Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on Monday, 17 October 2016 at 9:30 a.m., and at any adjournment thereof. I/we\* direct my/our\* proxy/proxies\* to vote for or against the Resolutions to be proposed at the AGM as indicated. If no specific direction as to voting is given, the proxy/proxies\* will vote or abstain from voting at his/their\* discretion, as he/they\* will on any other matter arising at the AGM.

<input type="checkbox"/>	Please indicate an "X" within the box provided if more than two proxies will be appointed (Please refer to note 3). This is only applicable for intermediaries such as banks and capital markets services licence holders which provide custodial services.
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All resolutions put to the vote at the AGM shall be decided by way of poll.

No.	Ordinary Resolutions	Number of Votes For**	Number of Votes Against**
1.	To receive and adopt the Directors' Statement and the audited consolidated financial statements for the year ended 30 April 2016 together with the Auditor's Report thereon		
2.	To re-elect Mr. Zhu Jun as executive Chairman and executive Director of the Company, pursuant to Regulation 88 of the Constitution of the Company		
3.	To re-elect Ms. Wang Jianqiao as executive Director of the Company, pursuant to Regulation 88 of the Constitution of the Company		
4.	To re-elect Mr. Tang Chi Loong as independent non-executive Director of the Company, pursuant to Regulation 89 of the Constitution of the Company		
5.	To re-elect Mr. William Robert Majcher as independent non-executive Director of the Company, pursuant to Regulation 88 of the Constitution of the Company		
6.	To approve the sum of up to S\$140,000 as Directors' fees for the year ending 30 April 2017		
7.	To re-appoint Messrs Baker Tilly TFW LLP as the Auditor of the Company and to authorise the Directors to fix its remuneration		
8.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore		

\* Delete accordingly

\*\* If you wish to exercise all your votes "For" or "Against", please indicate an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature of Shareholder(s)/  
or Common Seal

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289) of Singapore, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members of the Company, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
2. A member of the Company who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend and vote on his behalf at an AGM of the Company. Where such member appoints more than one proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at an AGM of the Company, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

**“relevant intermediary”** means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
  - (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing a proxy or proxies, duly executed, must be deposited at the Company’s principal share registrar and transfer office at Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the AGM.
  5. A proxy need not be a member of the Company.
  6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
  7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
  8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
  9. The submission of an instrument or form appointing a proxy by a member does not preclude him from attending and voting in person at the AGM if he/she so wishes.
  10. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.