



iMerchants Limited
菱控有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 8009)

FORM OF PROXY

Form of proxy for use by shareholders of iMerchants Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Pacific Room, 2/F, Hong Kong Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Monday, 12 September 2011 at 11:00 a.m.

I/We (note a) _____
of _____
being the registered holder(s) of (note b) _____ shares of HK\$0.04 each of the Company hereby appoint the chairman (the “Chairman”) of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Pacific Room, 2/F, Hong Kong Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Monday, 12 September 2011 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your proxy to vote in your name(s) in respect of the resolutions. If no such indication is given, your proxy may vote or abstain at his/her discretion (note d).

ORDINARY RESOLUTION		FOR (note d)	AGAINST (note d)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the Company’s auditors for the year ended 31 March 2011		
2.	2.1 To re-elect the following retiring directors of the Company, each as a separate resolution,		
	(a) Mr. Chan Wai Keung		
	(b) Mr. Yau Yan Ming Raymond		
	(c) Mr. Yang Bin		
	(d) Mr. Wong Ka Chun Carson		
	2.2 To authorise the board of directors of the Company to fix the directors’ remuneration		
3.	To re-appoint Messrs. SHINEWING (HK) CPA LIMITED as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration		
4.	To grant a general mandate to the directors of the Company to issue new shares up to 20%		
5.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares up to 10%		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased		

Date _____

Signature (notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this 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 a person other than the Chairman of the Meeting as your proxy, please delete the words “the chairman (the “Chairman”) of the Meeting” and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a tick in the relevant box the way you wish your votes to be cast. If this proxy form when returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of the proposed resolution(s). A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the meeting.
- In the case of joint registered holders of any share, this form of proxy 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 jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The 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 or attorney so authorised.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the principal share registrar and transfer office of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.