



iMerchants Limited
菱控有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8009)

FORM OF PROXY OF EXTRAORDINARY GENERAL MEETING
(or at any adjournment thereof)

I/We,¹ _____ (name)
of _____ (address)
being the registered holder(s) of³ _____
shares of HK\$0.04 each in the capital of iMerchants Limited (“Company”), **HEREBY APPOINT** the Chairman of the meeting, or⁴ _____ (name)
of _____ (address)
as my/our proxy to attend the Extraordinary General Meeting (or any adjournment thereof) of the Company to be held at the Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Monday, 12 December 2011 at 11 a.m. and vote and act for me/us and on my/our behalf in respect of the undermentioned resolutions as indicated. Capitalised terms used in this form of proxy shall have the same meanings as those defined in the notice of the EGM dated 17 November 2011.

	Resolutions	For⁵	Against⁵
1.	To approve the special resolution in relation to: (a) the Capital Reduction; (b) the Share Consolidation; (c) the application of credit arising from the Capital Reduction; (d) the authorisation to the Directors of the Company for doing all things they may consider appropriate and desirable to effect and implement the Capital Reduction, Share Consolidation and application of credit arising from the Capital Reduction; (e) the amendments to the Memorandum and Articles of Association; and (f) the adoption of the amended and restated Memorandum and Articles of Association.		
2.	To approve the Increase in the Authorised Capital by way of ordinary resolution.		
3.	To approve the termination of the 2002 Share Option Scheme by way of ordinary resolution.		
4.	To approve the adoption of the New Share Option Scheme by way of ordinary resolution.		

Signature⁶: _____

Dated this _____ day of _____ 2011

Note:

- Please insert your full name and address in **BLOCK CAPITALS** in the space provided. Only one of joint holders should be mentioned (but see Note 2 below).
- Where there are 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 as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
- Please insert the number of shares of HK\$0.04 each in the Company to which this proxy relates and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- Please indicate with a tick in the relevant box which way you wish your votes to be cast, if no indication is given, the proxy will vote or abstain at his discretion.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized on its behalf.
- 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 authority **MUST** be deposited at the Company’s Hong Kong branch share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong **not less than 48 hours** before the time appointed for holding the meeting at any adjournment thereof (as the case may be). Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- Any alternation made in this form should be initialed.