

GROUP SENSE (INTERNATIONAL) LIMITED

權智(國際)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00601)

**Form of Proxy for 2014 Annual General Meeting
(or any adjournment thereof)**

I/We¹ _____
of _____
being the registered holder(s) of _____ ordinary share(s)² of HK\$0.10 each in the share capital of Group Sense (International) Limited (the “Company”) **HEREBY APPOINT³ THE CHAIRMAN OF THE MEETING** or _____
of _____
as my/our proxy to attend the annual general meeting of the Company to be held at Rooms 13–24, 2/F., Sino Industrial Plaza, 9 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 11 September 2014 at 10:00 a.m. (or any adjournment thereof) and to vote on my/our behalf on the undermentioned resolutions as indicated below:

Ordinary Resolutions		For ⁴	Against ⁴
1.	To receive and adopt the audited financial statements and the reports of the Directors and independent auditors for the year ended 31 March 2014.		
2.	(i) To re-elect Mr. Tam Wai Tong, Thomas as Director.		
	(ii) To re-elect Mr. Lee Koon Hung as Director.		
	(iii) To re-elect Mr. Wong Kon Man, Jason as Director.		
	(iv) To re-elect Dr. Li Chi Kwong as Director.		
	(v) To authorise the Board to fix the remuneration of the Directors.		
3.	To re-appoint auditors and to authorise the Board to fix their remuneration.		
4.	(A) To grant a general mandate to the Directors to repurchase the Company’s own shares not exceeding 10% of the issued share capital of the Company.		
	(B) To grant a general mandate to the Directors to issue, allot and deal with shares not exceeding 20% of the issued share capital of the Company.		
	(C) To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under Resolution 4(B).		

Dated this _____ day of _____ 2014 Signature(s)⁶ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each 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).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words “**the Chairman of the meeting**” and insert the name and address of the proxy desired in the space provided. **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 ANY ONE OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint 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 is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The description of these resolutions is by way of summary only. The full text appears in the Notice of Annual General Meeting.
9. The proxy need not be a member of the Company but must attend the meeting (or at any adjournment thereof) in person to represent you.

* For identification purpose only