



POLY CAPITAL HOLDINGS LIMITED

保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

Form of proxy for use at the special general meeting to be held on Thursday, 14 August 2014 at 9:30 a.m. (or at any adjourned meeting thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
ordinary share(s) of HK\$0.10 each (the “Shares”) in the capital of Poly Capital Holdings Limited (the “Company”),
HEREBY APPOINT the chairman of the special general meeting, or ^(note 3) _____
of _____
as my/our proxy to attend and act for me/us at the special general meeting of the Company to be held at Taichi Room, Unit
3810, 38/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 14 August 2014 at 9:30 a.m.
(the “SGM”) (or at any adjourned meeting thereof) for the purpose of considering and, if thought fit, pass with or without
amendments the resolution(s) as set out in the notice convening the SGM and at the SGM (or at any adjourned meeting
thereof) to vote for me/us and in my/our name(s) in respect of such resolution(s) as hereunder indicated and, if no such
indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve the bonus issue of shares on the basis of one (1) bonus Share for every four (4) existing Shares.		

Signature(s) ^(note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) must 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) 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).
- If any proxy other than the chairman of the SGM is preferred, please strike out the “the chairman of the special general meeting, or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the SGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED “AGAINST”.** If no direction is given, the proxy will vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- The instrument appointing a proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the special general meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

* For identification purpose only