



FOUR SEAS MERCANTILE HOLDINGS LIMITED

四洲集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 374)

Form of Proxy for the Annual General Meeting to be held on Thursday, 28 August 2014

I/We (note 1) _____ (name of shareholder)
of _____ (address of shareholder)
being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital
of Four Seas Mercantile Holdings Limited (the "Company") hereby appoint **THE CHAIRMAN OF THE MEETING** (note 3)
or _____ (name of proxy)
of _____ (address of proxy)

as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Garden Room, 2nd Floor, New World Millennium Hong Kong Hotel (formerly Hotel Nikko Hongkong), 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 28 August 2014 at 12:00 noon for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as indicated below:

Please indicate with a "✓" in the boxes provided how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		For (note 4)	Against (note 4)
1.	To receive the Audited Consolidated Financial Statements and the Reports of the Directors and of the Independent Auditors for the year ended 31 March 2014.	1.	1.
2.	To declare a final dividend for the year ended 31 March 2014.	2.	2.
3.	To re-elect Mr. Tai Tak Fung, Stephen as Director.	3.	3.
4.	To re-elect Mr. Chan Yuk Sang, Peter as Director.	4.	4.
5.	To re-elect Mr. Tsunao Kijima as Director.	5.	5.
6.	To authorise the board of directors to fix the Directors' remuneration.	6.	6.
7.	To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors to fix auditors' remuneration.	7.	7.
8.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	8.	8.
9.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	9.	9.
10.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the aggregate nominal amount of shares repurchased by the Company.	10.	10.

Dated this _____ day of _____ 2014

Signature(s) _____

Shareholder(s)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** If any proxy other than the Chairman of the Meeting is appointed, please delete the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please mark as appropriate. If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect to the joint holding.
- All resolutions will be put to vote by way of poll at the Meeting. Every member present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every fully-paid share of which he is the holder. A member entitled to more than one vote needs not use his votes or cast all the votes he uses in the same way and in such case, please state the relevant number of shares in the appropriate space above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Annual General Meeting or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.

* For identification purpose only