

Theme

THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 990)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON 17 DECEMBER 2015

Form of proxy for use by shareholders at the special general meeting to be held at Macau Jockey Club Members' Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on 17 December 2015 at 10:30 a.m. (or any adjournment thereof).

I/We (note a) _____
of _____
being the holder(s) of _____

(note b) shares of HK\$0.01 each of Theme International Holdings Limited ("Company") hereby appoint the Chairman of the special general meeting ("Meeting") of the Company or _____
of _____

to act as my/our proxy (note c) at the Meeting to be held at Macau Jockey Club Members' Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on 17 December 2015 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice convening the Meeting (the "Notice") and to vote on my/our behalf in respect of the said resolutions as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

ORDINARY RESOLUTION		FOR	AGAINST
1.	To approve, ratify and confirm that the loan agreement dated 6 November 2015 entered into between Asia Develop Limited, a wholly-owned subsidiary of the Company, as lender, Golden Empires Limited, as borrower, and Putian City Jin Di Huang Trading Company Limited* (莆田市金帝皇貿易有限公司), as mortgagor, in relation to the advance of the loan of HK\$60 million and the transactions contemplated thereunder, details of which are set out in the notice convening the special general meeting.		
2.	To approve, ratify and confirm that ZHONGHUI ANDA CPA Limited be appointed as the external auditor of the Company to fill the vacancy following the resignation of Deloitte Touche Tohmatsu, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditor of the Company.		

Dated the day _____ of _____ 2015

Shareholder's signature _____ (notes e, f, g and h)

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b. 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).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the special general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions set out above, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. In the case of a 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 in the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- g. To be valid, this form of proxy and, if required by the Board, the 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 offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting.
- h. Any alteration made to this form should be initialled by the person who signs the form.

* for identification purpose only