

MUNSUN 麥盛

MUNSUN CAPITAL GROUP LIMITED

麥盛資本集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1194)

Form of proxy for use at the annual general meeting (or at any adjournment thereof)

I/We I, _____

of _____

being the registered holder(s) of _____ shares²

of HK\$0.125 each in the capital of Munsun Capital Group Limited. (the “Company”), **HEREBY APPOINT** the chairman of the annual general meeting or³ of _____

as my/our proxy to act for me/us at the annual general meeting (the “Meeting”) (or at any adjournment thereof) of the Company, to be held at Units 7809-7812, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 22 June 2017 at 11:00 a.m. for the purpose of considering the resolutions set out in the Notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS			For ⁴	Against ⁴
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2016.			
2.	(a)	To re-elect directors of the Company (the “Directors”):—		
	(i)	Mr. Zhang Shuguang as an Executive Director		
	(ii)	Professor Xiao Rong Ge as an Independent Non-executive Director		
	(iii)	Mr. Wu Tai Cheung as an Independent Non-executive Director		
	(iv)	Mr. Yin Chenggang as an Independent Non-executive Director		
	(b)	To authorise the board of Directors (the “Board”) to determine the Directors’ remuneration		
3.	To re-appoint Ascenda Cachet CPA Limited as the Company’s auditor and to authorise the Board to fix its remuneration.			
4.	(A)	To grant an unconditional general mandate to the Directors to allot and issue Shares.		
	(B)	To grant an unconditional general mandate to the Directors to repurchase Shares.		
	(C)	To extend the general mandate granted to the Directors to issue Shares under resolution 4(A) by adding the nominal amount of Shares repurchased by the Company under resolution 4(B).		
5.	(a)	To approve the increase the authorized share capital of the Company from HK\$2,500,000,000 divided into 20,000,000,000 Shares of HK\$0.125 each to HK\$3,750,000,000 divided into 30,000,000,000 Shares of HK\$0.125 each by the creation of additional 10,000,000,000 Shares of HK\$0.125 each; and		
	(b)	To authorize directors to do all acts and things as may be necessary and expedient in connection with the Increase in Authorised Share Capital.		

Signature⁶ _____

Date _____

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 Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out “the chairman of the annual general meeting or” and insert the name and address of proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your votes 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.
- In order 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 notarially certified copy thereof, must be lodged at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- 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 seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the sender 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 will be determined by the order in which the names stand in the register in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting and at any adjournment thereof in person to represent you.