

MUNSUN 麥盛

MUNSUN CAPITAL GROUP LIMITED

麥盛資本集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 1194)

Form of proxy for use at the Special General Meeting (or at any adjournment thereof)

I/We¹, _____

of _____

being the registered holder(s) of _____ shares²
of HK\$0.005 each in the capital of Munsun Capital Group Limited. (the "Company"), **HEREBY APPOINT** the chairman of the special general meeting or³ _____

of _____
as my/our proxy to act for me/us at the special general meeting (the "SGM") (or at any adjournment thereof) of the Company, to be held at Meeting Room C, 5th Floor, World-Wide House, 19 Des Voeux Road, Central, Hong Kong on Wednesday, 31 January 2018 at 11:00 a.m. for the purpose of considering the resolutions set out in the Notice convening the SGM and at the SGM (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 (Note 4)	Against (Notes 4)
A	THAT: the execution of the supplemental trust deed (the " Second Supplemental Trust Deed "), a copy of which marked "A" and is produced to the meeting and signed by the chairman of the meeting for identification purposes only, to be dated on or about the date following this meeting, in any case no later than 2 February 2018, to be entered into between the Company and The Bank of New York Mellon, London Branch as trustee (the " Bank of New York Mellon ") amending the terms of the existing trust deed as amended by a supplemental trust deed on 4 February 2016 and from time to time (" Trust Deed ") and setting out certain amendments (the " New Proposals ") to the terms and conditions of the HK\$1,028,000,000 in aggregate principal amount of 7.25% convertible bonds due 2018 (the " Bonds ") which may be converted into ordinary shares of HK\$0.005 each in the share capital of the Company (the " Shares "), the transactions contemplated thereby be and are hereby approved;		
B	THAT: conditional upon the passing of the resolution in (A) above, a specific mandate (the " Specific Mandate ") be and is hereby granted to the board of directors of the Company to issue not more than 5,050,000,000 new Shares upon conversion of the Bonds for the period from the passing of this ordinary resolution up to any subsequent revocation or variation of the authority given under the ordinary resolution passed at a general meeting of the shareholders of the Company; and		
C	THAT: the directors of the Company or any one of them be and are hereby authorised to execute and deliver whether under common seal of the Company or otherwise all such deeds, notices, certificates, documents and to do all such acts or things as they may consider necessary, appropriate, desirable or expedient in connection with: (i) the Second Supplemental Trust Deed, the New Proposals and all the transactions contemplated thereunder and implementation thereto; (ii) securing the fulfilment of the conditions precedent for the New Proposals to take effect pursuant to the execution of the Second Supplemental Trust Deed; and (iii) the approval of any amendments or variations to the Trust Deed, the Second Supplemental Trust Deed, the New Proposals and the Bonds or the granting of waivers of any matters contemplated thereby that are, in the directors' opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the common seal of the Company where required or expedient or otherwise) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes.		

Signature⁶ _____

Date _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the chairman of the SGM is preferred, strike out "the chairman of the special 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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 SGM other than those referred to in the Notice convening the SGM.
5. 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 certified copy thereof, must be lodged at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
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 be under its seal or under the hand of an officer or attorney duly authorised.
7. 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.
8. The proxy need not be a member of the Company but must attend the SGM and at any adjournment thereof in person to represent you.