



喜尚控股有限公司
GAYETY HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8179)

PROXY FORM

Form of proxy for use by the shareholders of Gayety Holdings Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Plentiful Delight Banquet Restaurant situated at First Floor, Ho Shun Tai Building, No. 10 Sai Ching Street, Yuen Long, New Territories, Hong Kong on Friday, 10 May 2013 at 11:00 a.m. (or any adjournment thereof).

I/ We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of HK\$0.001 each (the “Shares”) of the Company hereby appoint the chairman (the “Chairman”) of the Meeting or _____
of _____ to act as my/ our proxy ^(note c) at the Meeting to be held at Plentiful Delight Banquet Restaurant situated at First Floor, Ho Shun Tai Building, No. 10 Sai Ching Street, Yuen Long, New Territories, Hong Kong on Friday, 10 May 2013 at 11:00 a.m. and at any adjournment thereof and to vote on my/ our behalf as directed below.

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

| ORDINARY RESOLUTIONS | | FOR ^(note d) | AGAINST ^(note d) |
|----------------------|--|-------------------------|-----------------------------|
| 1. | To receive and consider the audited consolidated financial statements and the reports of the directors (the “Director(s)”) and auditors of the Company for the year ended 31 December 2012. | | |
| 2. | (a) (i) To re-elect Mr. Wong Kwan Mo as an executive Director. | | |
| | (ii) To re-elect Ms. Lau Lan Ying as an executive Director. | | |
| | (iii) To re-elect Mr. Ho Chun Fai as an independent non-executive Director. | | |
| | (b) To authorise the board of the Director (the “Board”) to fix the Directors’ remuneration. | | |
| 3. | To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor and to authorise the Board to fix their remuneration. | | |
| 4. | To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution. | | |
| 5. | To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution. | | |
| 6. | Conditional on the passing of resolutions nos. 4 and 5, to extend the general mandate granted by resolution no. 4 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 5. | | |
| 7. | To increase the authorised share capital of the Company from HK\$10,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.001 each (the “Shares”) to HK\$100,000,000 divided into 100,000,000,000 Shares by creation of 90,000,000,000 unissued Shares. | | |

Dated the _____ day of _____, 2013

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

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 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 Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for the resolution set out above, please tick (“/”) the box marked “For”. If you wish to vote against the resolution, please tick (“/”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/ her discretion. A proxy will also be entitled to vote at his/ her discretion on any resolution properly put to the Meeting other than that set out in the notice convening the Meeting.
- e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holders are present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members 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 of the Company, or his/ her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g. 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 such power or authority must be deposited at the Hong Kong share registrar of the Company, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later 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.