



# SMART UNION GROUP (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

合俊集團(控股)有限公司

(已委任臨時清盤人)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2700)

## PROXY FORM

Form of proxy for use at the 2011 Annual General Meeting to be held on 31 October 2011 or at any adjournment thereof (the "2011 AGM")

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (the "Company"), HEREBY APPOINT the Chairman of the 2011 AGM or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend on my/our behalf at the 2011 AGM to vote for me/us in my/our name(s) in respect of the resolutions referred to in the notice of the 2011 AGM to be held at Room 201, 2/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on 31 October 2011, at 11:00 a.m. or at any adjournment thereof in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

Please tick ("√") in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	Resolution No.1 as set out in the notice of the 2011 AGM		
2.	Resolution No.2 as set out in the notice of the 2011 AGM		
3.	Resolution No.3 as set out in the notice of the 2011 AGM		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2011 Shareholder's signature<sup>6,7</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s) to which this proxy relates. 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).
- If any proxy other than the Chairman of the 2011 AGM is preferred, strike out the words "the Chairman of the 2011 AGM or" herein inserted and insert the full name and address of the proxy (who must be an individual) in **BLOCK CAPITALS**. **ANY ALTERATIONS TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NOT COMPLETED, THE CHAIRMAN OF THE 2011 AGM WILL ACT AS YOUR PROXY.** A shareholder is entitled to appoint a proxy of his/her own choice.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A "√" IN THE BOX UNDER "For" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A "√" IN THE BOX UNDER "Against" BESIDE THE APPROPRIATE RESOLUTION.** If no directions are given, the proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the 2011 AGM other than those referred to in the notice convening the 2011 AGM.
- The full text of the resolutions appears in the notice of the 2011 AGM contained in the circular to the shareholders of the Company dated 27 September 2011.
- If more than one of the joint holders of a share are present at the 2011 AGM personally or by proxy, the joint holder so present whose name stands first on the register of members of the Company in respect of such share, shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy, and (if required by the board of directors or the provisional liquidators of the Company) the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the branch share registrar of the Company, i.e. Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the 2011 AGM or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the 2011 AGM in person to represent you.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish and in such event the form of proxy will be deemed to be revoked.