



奧思知集團

Oriental City Group

**Oriental City Group Holdings Limited**

**奧思知集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8325)**

**Form of Proxy**

I/We,<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of<sup>2</sup> \_\_\_\_\_  
shares of HK\$0.01 each in the capital of ORIENTAL CITY GROUP HOLDINGS LIMITED (the "Company") hereby  
appoint<sup>3</sup> the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the  
Company to be held on Friday, 10 May 2013 at 11:00 a.m. at Unit 3202, Citicorp Centre, 18 Whitfield Road,  
Causeway Bay, Hong Kong or at any adjournment thereof in respect of the resolution set out in the notice  
convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy  
thinks fit:

RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 23 April 2013) and the transactions contemplated thereunder and to authorise any one director of the Company to do all such acts and things as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Agreement and all transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature(s)<sup>6</sup> \_\_\_\_\_

*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 capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast vote 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.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such power of authority), must be deposited at the office of the Hong Kong share registrar of the Company, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.