

# CROSBY

## CROSBY CAPITAL LIMITED

### (高誠資本有限公司)\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

#### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders of <sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.01 each in the capital of Crosby Capital Limited (the "Company"), hereby appoint <sup>(Note 3)</sup> the Chairman of the Meeting or of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Unit 502, 5th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 16 May 2014 at 10:00 a.m. and at any adjournment thereof in respect of the resolutions 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.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider and adopt the audited consolidated financial statements and the Reports of the Directors and Auditor for the year ended 31 December 2013.		
2.	(i) To re-elect Mr. Clive Ng Cheang Neng as Director.		
	(ii) To re-elect Mr. Liu Guang He as Director.		
	(iii) To re-elect Mr. Nelson Tong Naiyi as Director		
	(iv) To re-elect Mr. Shi Jinsheng as Director		
	(v) To re-elect Mr. Sin Hendrick as Director		
	(vi) To re-elect Mr. Yuen Kwok On as Director		
	(vii) To authorize the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint BDO Limited as the Auditor of the Company and to authorise the Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company.		
5.	To give a general mandate to the Directors to repurchase issued shares of the Company.		
6.	To extend the general mandate under Resolution No. 4 by the addition of the number of shares repurchased under Resolution No. 5.		

Signature<sup>(Note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) 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 you wish to appoint a proxy other than the Chairman of the Meeting, please strike out the words "the Chairman of the Meeting or" and insert the name(s) and address(es) of the proxy(ies) desired in the space provided.
- IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to (a) exercise his discretion whether to vote for or against the Resolutions or to abstain from voting; and (b) vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- The form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the principal place of business of the Company at Unit 502, 5th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, at the meeting in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior 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 shall be determined by the order in which the names stand in the Register in respect of the joint holding.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

\* For identification purpose only