

# 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 by the shareholders of Crosby Capital Limited (the "Company") at the extraordinary general meeting (the "EGM") to be convened at Unit 502, 5th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 12 August 2011 at 2:30 p.m. (or any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
shares of US\$0.01 each in the capital of the Company HEREBY APPOINT<sup>3</sup> the chairperson of the EGM  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at Unit 502, 5th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 12 August 2011 at 2:30 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice of EGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Share Consolidation (being Resolution No. 1 in the EGM Notice)		
2.	To approve the Diminution, the increased in authorised share capital, the Redesignation and Reclassification of Authorised Share Capital (being Resolution No. 2 in the EGM Notice)		
3.	To approve the Rights Issue and the transactions contemplated thereunder (being Resolution No. 3 in the EGM Notice)		
4.	To approve the option to subscribe for the RCPS and the transactions contemplated thereunder (being Resolution No. 4 in the EGM Notice)		
5.	To approve the issue and allotment of all additional shares of the Company as a result of the adjustment to the Outstanding Warrants (being Resolution No. 5 in the EGM Notice)		
6.	To approve the issue and allotment of all additional shares of the Company as a result of the adjustment to the Outstanding Options (being Resolution No. 6 in the EGM Notice)		
SPECIAL RESOLUTIONS			
7.	To approve the Capital Reduction (being Resolution No. 7 in the EGM Notice)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature(s)<sup>5</sup> \_\_\_\_\_

**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 capital of the Company registered in your name(s).
3. If any proxy other than the chairperson of the meeting is preferred, delete the words "the chairperson of the EGM 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 WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the meeting (or any adjournment thereof) to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 notarially certified copy of such power or authority, must be deposited at 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 said meeting or adjourned meeting.
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 either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. In the case of joint registered holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders is present at the meeting personally or by proxy, the vote of the said persons so present whose name stands first in the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.

\* for identification purposes only