



**中升集團控股有限公司**  
**Zhongsheng Group Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 881)**

**Form of Proxy for use at the Extraordinary General Meeting  
to be held on Tuesday, 11 March 2014**

Capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 22 February 2014 unless context requires otherwise.

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(note 2)</sup> of HK\$0.0001 each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT** <sup>(note 3)</sup> **THE CHAIRMAN OF THE MEETING** or \_\_\_\_\_  
of \_\_\_\_\_  
act as my/our proxy to attend the extraordinary general meeting (and at any adjournment thereof) of the Company to be held at 35th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 11 March 2014 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below.

| ORDINARY RESOLUTIONS   | FOR <sup>(notes 4 &amp; 5)</sup> | AGAINST <sup>(notes 4 &amp; 5)</sup> |
|--|----------------------------------|--------------------------------------|
| 1. To consider and approve the issuance of Convertible Bonds.            |                                  |                                      |
| 2. To elect Mr. Adam Keswick as a non-executive director of the Company. |                                  |                                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature <sup>(note 6)</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “THE CHAIRMAN OF THE MEETING” here inserted and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the extraordinary general meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK (“/”) APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK (“/”) THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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. All resolutions will be put to vote by way of poll at the meeting. Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid-up share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a shareholder of the Company.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the extraordinary general meeting or any adjourned meeting.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, this form of proxy shall be deemed to be revoked.