

EAGLE LEGEND ASIA

EAGLE LEGEND ASIA LIMITED

鵬程亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 936)

FORM OF PROXY FOR 2013 ANNUAL GENERAL MEETING

I/We ^(Note a) _____
of _____
being the registered holder(s) of ^(Note b) _____ ordinary
shares of HK\$0.01 each in the capital of Eagle Legend Asia Limited (the “Company”), hereby appoint the chairman of the annual general
meeting of the Company (the “Meeting”), or ^(Note c) _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at the Conference Room on 3/F.,
Nexus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 23 May 2013 at 2:30 p.m. or at any adjournment thereof on the
following resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR ^(Note d)	AGAINST ^(Note d)
1.	To receive the audited consolidated financial statements, the report of the directors of the Company and the report of the auditor of the Company for the year ended 31 December 2012.		
2.	2.1 To re-elect the following directors of the Company:		
	2.1.1 Mr. Lam Woon Kun; and		
	2.1.2 Mr. Chan Mo.		
	2.2 To authorise the board of directors of the Company to fix the directors’ remuneration.		
3.	To re-appoint BDO Limited as the auditor of the Company and authorise the board of directors of the Company to fix the remuneration of the auditor.		
4.	(A) To grant a general mandate to the directors of the Company to repurchase shares up to 10% of the issued share capital of the Company.		
	(B) To grant a general mandate to the directors of the Company to allot, issue and deal with new shares up to 20% of the issued share capital of the Company.		
	(C) To extend the general mandate to issue new shares of the Company by adding the number of shares repurchased.		

Dated this _____ day of _____ 2013

Shareholder’s signature ^(Note g) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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 in the capital of the Company registered in your name(s).
- If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the annual general meeting of the Company (the “Meeting”), or” and insert the name and address of the person to be appointed as proxy in the space provided. A proxy need not be a shareholder of the Company.
- If you wish to vote for the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against such resolutions, please tick (“✓”) the boxes marked “Against”.** Failure to complete the boxes will entitle your proxy to cast your votes at his/her discretion or abstain from voting. A proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- Delivery of any instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that joint holder whose name stands first on the register of shareholders of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, either under its seal or under the hand of an officer or attorney or other person so authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form must be initialled by the person(s) who sign(s) the form.