



Sinomax Group Limited
盛諾集團有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1418)

FORM OF PROXY

A form of proxy for use by the shareholders of Sinomax Group Limited (the “**Company**”) at the extraordinary general meeting (the “**Meeting**”) to be convened and held at 2:30 p.m., on Friday, 6 March 2015 at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong (or any adjournment thereof):

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ share(s) of HK\$0.10 each in the share capital of the Company,
HEREBY APPOINT (Note 3) the Chairman of the Meeting or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the Meeting to be convened at 2:30 p.m., on Friday, 6 March 2015 at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolution (with or without amendments) set out in the notice convening the Meeting of the Company dated 13 February 2015 (the “**Notice**”) and to vote for me/us and in my/our name(s) in respect of the ordinary resolution as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve, confirm and ratify the Acquisition Agreement (as defined in the Notice) and the transactions contemplated thereunder.*		

* The full text of the resolution appears in the Notice which is included in the circular of the Company dated 13 February 2015 despatched to the shareholders.

Signature (Note 5): _____

Dated this _____ day of _____ 2015.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.10 each in the share capital of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. 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 RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast your votes at his or her discretion or abstain for the resolution. Your proxy will also be entitled to vote at his or her discretion or abstain on any other resolution properly put to the Meeting other than that referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. 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 notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
8. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.