



TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 206)

Form of Proxy for use at the extraordinary general meeting to be held on 4 June 2012 (or any adjournment thereof)

I/We¹, _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of TSC Group Holdings Limited (the "Company"), **HEREBY APPOINT**³ _____
of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and act for me/us in the extraordinary general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Salon Room I, 5/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Monday, 4 June 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
(a)	" THAT the new master agreement dated 24 April 2012 (the " New Master Agreement "), a copy of which has been produced to this meeting marked "A" and signed by the chairman of the Meeting for the purposes of identification, and the terms and conditions thereof and its proposed annual cap amounts and the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved."		
(b)	" THAT any one of the directors be authorised for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the New Master Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Master Agreement as they may in their discretion consider to be desirable and in the interests of the Company and all the director's acts as aforesaid be hereby confirmed, ratified and approved."		

Signature(s)⁵: _____

Dated this _____ day of _____ 2012

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each 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).
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Important: If you wish to vote for any of the resolution, please indicate with a tick in the appropriate box marked "For". If you wish to vote against any of the resolution, please indicate with a tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to above.
- 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 seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders of any share, any one of such holders may vote at the Meeting, either personally or by proxy, 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 of members in respect of the joint holding.
- To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's principal place of business in Hong Kong at Unit 910, 9/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for the Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the Meeting and voting in person.
- Any alteration made to this form of proxy must be initialised by the person who signs it.