



# SOUTH EAST GROUP LIMITED

(東南國際集團有限公司)\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

## PROXY FORM FOR SPECIAL GENERAL MEETING

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(2)</sup>  
of HK\$0.10 each in the capital of South East Group Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or <sup>(3)</sup> \_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the special general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at Island Shangri-La, Hong Kong at Two Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 18 May 2015 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 30 April 2015 unless context requires otherwise.

|    | Ordinary Resolutions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | For <sup>(4)</sup> | Against <sup>(4)</sup> |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------|
| 1. | <p><b>“THAT</b></p> <p>(a) the Share Subscription Agreement entered into between the Company and the Share Subscriber, a copy of which has been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification, pursuant to which the Company has conditionally agreed to allot and issue, and the Share Subscriber has conditionally agreed to subscribe for, the Subscription Shares at the Subscription Price of HK\$0.20 per Share and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the grant of the Specific Mandate to the Directors to exercise the powers of the Company to allot and issue the Subscription Shares at the Subscription Price be and is hereby approved, and any one Director be and is authorized to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to any matter relating to or incidental to the Specific Mandate in relation to the Share Subscription; and</p> <p>(c) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Share Subscription Agreement and the transactions contemplated thereunder.”</p>                                                                                                                                                                                                                    |                    |                        |
| 2. | <p><b>“THAT</b></p> <p>(a) the CB Subscription Agreement entered into between the Company and the CB Subscriber, a copy of which has been produced to the SGM and marked “B” and initialed by the chairman of the SGM for the purpose of identification, pursuant to which the Company has conditionally agreed to issue, and the CB Subscriber has conditionally agreed to subscribe for, the Convertible Bonds in an aggregate principal amount of HK\$200,000,000 and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the grant of the Specific Mandate to the Directors to exercise the powers of the Company to allot and issue the Conversion Shares at the Conversion Price of HK\$0.20 per Conversion Shares (subject to adjustments) upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the CB Subscription Agreement be and is hereby approved, and any one Director be and is authorized to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to any matter relating to or incidental to the Specific Mandate in relation to the allotment and issue of the Conversion Shares; and</p> <p>(c) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to the CB Subscription Agreement and the transactions contemplated thereunder.”</p> |                    |                        |

\* For identification purpose only

|    | Ordinary Resolutions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | For <sup>(4)</sup> | Against <sup>(4)</sup> |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------|
| 3. | “ <b>THAT</b> subject to and conditional upon the passing of resolution numbered 1 above, the Whitewash Waiver granted or to be granted by the Executive be and is hereby approved and any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to any matters relating to or incidental to the Whitewash Waiver.”                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                    |                        |
| 4. | “ <b>THAT</b> the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 shares of par value HK\$0.10 each (the “Shares”) to HK\$2,500,000,000 divided into 25,000,000,000 Shares with effect from the date of passing this resolution by the creation of an additional 21,000,000,000 new Shares and any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions contemplated under this resolution.”                                                                                                                                                                                                                                                                                    |                    |                        |
| 5. | <p>“<b>THAT</b></p> <p>(a) the Note Subscription Agreement entered into between the Company, the Issuer and the Guarantor, a copy of which has been produced to the SGM and marked “C” and initialed by the chairman of the SGM for the purpose of identification, pursuant to which the Company has conditionally agreed to subscribe for the Note in the principal amount of HK\$250,000,000 with a coupon rate of 4.80% per annum in accordance with the terms and conditions thereof, and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Note Subscription Agreement and the transactions contemplated thereunder.”</p> |                    |                        |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signed <sup>(5-10)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as registered in the register of members of the Company.
2. Please insert the number of shares of HK\$0.10 each in the Company to which this form of proxy relates 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 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 or” herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on the resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders of any share, any one of such persons 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 personally or by proxy, the vote of the senior who tenders a vote 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 such share.
7. 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 thereof must be deposited at the Company’s 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 for the holding of the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend the Meeting and vote for him.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish, and in such event, this form appointing a proxy shall be deemed to be revoked.
10. Any alteration made in this form of proxy must be initialled by the person who signs it.