



PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

PROXY FORM

Form of proxy for use at the annual general meeting (the “Annual General Meeting”) of Phoenix Holdings Limited (the “Company”) to be held at 9:15 a.m. on Wednesday, 8 May 2013, at Unit 302, 3rd Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, New Territories, Hong Kong (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
of HK\$0.02 each of the abovenamed Company HEREBY APPOINT³ _____
of _____

or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 9:15 a.m. on Wednesday, 8 May 2013, at Unit 302, 3rd Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the report of the directors (the “Directors”) of the Company, the report of the independent auditors of the Company and the audited consolidated financial statements of the Company for the year ended 31 December 2012;		
2.	To declare a final dividend of 0.2 HK cents per share for the year ended 31 December 2012;		
3.	(a) To re-elect retiring Directors:		
	(i) To re-elect Mr. Yang Meng Hsiu as the executive Director;		
	(ii) To re-elect Ms. Wong Ka Wai, Jeanne as the independent non-executive Director;		
	(b) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;		
4.	To re-appoint BDO Limited as the Company’s auditors and to authorise the Board to fix their remuneration;		
5.	Ordinary Resolution on item 5 of the notice of Annual General Meeting (to grant a general mandate to the Directors to allot and issue new ordinary shares (the “Shares”) of HK\$0.02 each in the share capital of the Company in issue);		
6.	Ordinary Resolution on item 6 of the notice of Annual General Meeting (to grant a general mandate to the Directors to repurchase Shares);		
7.	Ordinary Resolution on item 7 of the notice of Annual General Meeting (to extend a general mandate to the Directors to issue new Shares).		

Dated this _____ day of _____ 2013 Signed⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares 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.** 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOXES MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which have been properly put to the meeting.
- 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 signed under the hand of an officer duly authorised on that behalf together with a company chop.
- 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.
- To be valid, this form of proxy, together with any power of attorney of other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, this form of proxy shall be deemed to be revoked.
- The register of members of the Company will be closed from Monday, 6 May 2013 to Wednesday, 8 May 2013, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 3 May 2013.
- The last day for dealing in Shares cum entitlements to the proposed final dividend for the year ended 31 December 2012 will be on Thursday, 9 May 2013. Accordingly, the register of members of the Company will be closed from Tuesday, 14 May 2013 to Thursday, 16 May 2013, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for the proposed final dividend to be approved at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 13 May 2013.