

UNLIMITED CREATIVITY HOLDINGS LIMITED

無限創意控股有限公司

(Continued into Bermuda with limited liability)

(Stock Code: 8079)

REVISED PROXY FORM

**Form of proxy for use at the Annual General Meeting
to be held on Friday, 30 September 2011 at 4:30 p.m.
(or at any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in share capital of Unlimited Creativity Holdings Limited (the "Company"), hereby appoint ^(Note 3) the chairman of the Meeting (as defined below) or _____
of _____
or failing him, _____
of _____ to act as my/our proxy to attend
and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 30 September 2011 at 4:30 p.m. or at any adjournment thereof (the "Meeting"), at 1st Floor, Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than the undermentioned resolutions:

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	to consider and adopt the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31st March 2011		
2.	(a) to re-elect Mr. Siu Yim Kwan, Sidney as Independent Non-executive Director		
	(b) to re-elect Mr. Tsui Pui Hung as Independent Non-executive Director		
	(c) to authorize the board of Directors to fix the remuneration of the Directors		
3.	to re-appoint HLB Hodgson Impey Cheng as the auditors and to authorize the Board of Directors to fix their remuneration		
4.	to give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company		
5.	to give a general mandate to the directors to repurchase its shares not exceeding 10% of the issued share capital of the Company		
6.	to extend the general mandate granted to the directors to issue shares by adding to it the number of shares repurchased		
7.	to approve the refreshment of share option scheme limit		

Dated this _____ day of _____ 2011.

Signature ^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares 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 of the Company registered in your name(s).
- (3) If any proxy other than the chairperson of this meeting is preferred, please strike out "chairperson of the Meeting (as defined below)" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote(s) 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 in the notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- (6) In the case of joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting in person or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order on which the names of the joint holders stand in the Register of Members of the Company.
- (7) To be valid, this form of proxy and (if required by the board of directors of the Company) the 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 delivered at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revokes.