



ZMAY HOLDINGS LIMITED

中民安園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8085)

FORM OF PROXY

I/We ⁽¹⁾, _____,
of _____,
being the registered holder(s) of _____ shares ⁽²⁾ of
HK\$0.04 each in the capital of ZMAY Holdings Limited (the “Company”), HEREBY APPOINT ⁽³⁾ the chairman of the extraordinary general meeting of the
Company (the “EGM”) or _____
of _____,
as my/our proxy to attend and act for me/us at the EGM of the Company to be held at 11:00 a.m. on Friday, 15 June 2012 at 3/F., Nexxus Building, 77 Des
Voeux Road Central, Hong Kong and at any adjournment therefore for the purpose of considering and, if thought fit, passing the resolutions as set out in the
notice convening the EGM, or at any adjournment thereof, to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and,
if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ⁽⁴⁾	Against ⁽⁴⁾
1.	The sale and purchase agreement dated 23 November 2011 (as may be supplemented, amended, modified or varied from time to time) (the “ Sale and Purchase Agreement ”), entered into between the Company as the purchaser, Add Talent Holdings Limited as the vendor (the “ Vendor ”), Dr. Lin Xiongbin as the Guarantor (the “ Guarantor ”), and Advance Victory Group Limited as the Target Company (the “ Target Company ”) in relation to the acquisition of the entire issued share capital in the Target Company (the “ Acquisition ”) (copies of the Sale and Purchase Agreement and its supplemental deeds have been produced at the EGM and marked “ A ” and “ B ” respectively and initialed by the chairman of the EGM for identification purpose) at a consideration of HK\$330,000,000 and all transactions contemplated under or incidental to the Sale and Purchase Agreement be and are hereby approved confirmed and ratified.		
2.	The allotment and issuance of 733,333,333 new ordinary shares (each, a “ Consideration Share ”) of HK\$0.04 each in the share capital of the Company (the “ Shares ” and each, a “ Share ”) credited as fully paid at an issue price of approximately HK\$0.3 per Consideration Share to the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved.		
3.	The issue by the Company of the convertible bonds (the “ Convertible Bonds ”) to the Vendor in the principal amount of HK\$80,000,000 (which shall be subject to adjustments) and the allotment and issuance of new Shares upon conversion of the Convertible Bonds pursuant to the respective terms and conditions of the Sale and Purchase Agreement, the Convertible Bonds and the Convertible Bonds pledge agreement be and are hereby approved.		
4.	Any one or more of the directors of the Company be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as he may in his discretion consider necessary or expedient to carry out and implement the Sale and Purchase Agreement and all the transactions contemplated thereunder into full effect.		

Date: _____

Signature ⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) in which the proxy relates. 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).
- If any proxy other than the chairman of the EGM is preferred, strike out the words “the chairman of the EGM or” 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.**
- IMPORTANT:** If you wish to vote for the resolution, tick in the box marked “For”. If you wish to vote against the resolution, tick in the box marked “Against”. Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.
- In order to be valid, the form of proxy must be duly lodged at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the EGM or any adjourned meeting.
- 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 either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint 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 are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholder of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- A proxy need not be a shareholder of the Company but must attend the meeting in EGM to represent you.