



# PYI Corporation Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 498)

## FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON MONDAY, 17 OCTOBER 2011 AT 10:30 A.M.

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_,

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of PYI Corporation Limited (the "Company"), hereby appoint <sup>(Note 3)</sup> the Chairman of the Meeting (as hereinafter defined) or, failing him, \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 17 October 2011 at 10:30 a.m. and at any adjournment thereof (the "Meeting") on the undermentioned resolution as indicated <sup>(Note 4)</sup>:

ORDINARY RESOLUTION#	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
To approve, ratify and confirm the Deemed Disposal and the transactions contemplated thereunder		

# The full text of the resolution is set out in the notice convening the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signature <sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the 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 Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
4. Please indicate with a "✓" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
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 seal or under the hand of an officer or attorney or other person authorised to sign the same.
6. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting, 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 holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized copy of that power or authority, must be deposited at the office of the branch registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
8. The proxy need not be a member of the Company.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof), and in such event, the proxy form shall be deemed to be revoked.