



**Pegasus Entertainment Holdings Limited**  
**天馬娛樂控股有限公司**

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 8039)

**PROXY FORM**

**Form of proxy for use by Shareholders at the annual general meeting to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 31 October 2013 at 11:00 a.m. (or any adjournment thereof)**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b) share(s) of HK\$0.01 each of Pegasus Entertainment Holdings Limited (the “**Company**”) hereby appoint the Chairman of the annual general meeting (the “**Meeting**”) of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 31 October 2013 at 11:00 a.m. and at any adjournment thereof and vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolutions as hereunder indicated (note d).

		<b>FOR</b>	<b>AGAINST</b>
1.	To receive and consider the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 30 June 2013.		
2.	(a) To re-elect Mr Wong Pak Ming as an executive director of the Company.		
	(b) To re-elect Ms Wong Yee Kwan Alvina as an executive director of the Company.		
	(c) To re-elect Mr Wong Chi Woon Edmond as an executive director of the Company.		
	(d) To re-elect Mr Lam Kam Tong as an independent non-executive director of the Company.		
	(e) To authorise the board of directors of the Company to fix the remuneration of the directors.		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued Shares of the company and to make or grant offers, agreements and options to the extent of not more than 20% of the existing issued share capital of the Company <sup>#</sup> .		
5.	To grant a general mandate to the directors of the Company to purchase the Company's Shares to the extent of 10% of the issued share capital of the Company <sup>#</sup> .		
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the Issue Mandate under resolution numbered 4 <sup>#</sup> .		

<sup>#</sup> Full text of the relevant resolution is set out in the notice dated 30 September 2013 convening the Meeting.

Dated \_\_\_\_\_ Shareholder's signature (notes e, f, g and h) \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) are 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 in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (the “**Meeting**”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“/”) the box marked “FOR” against such resolution. If you wish to vote against a resolution, please tick (“/”) the box marked “AGAINST” against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any 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 deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.