



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 extraordinary general meeting to be held at Rooms 1801-02, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on 24 January 2014 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 extraordinary general meeting (the “**Meeting**”) of the Company or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Rooms 1801-02, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on 24 January 2014 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).

ORDINARY RESOLUTION	FOR	AGAINST
To refresh a general mandate and authorise the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of its issued share capital.		

[#] Full text of the relevant resolution is set out in the notice dated 9 January 2014 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 extraordinary 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.