



HANG TEN

HANG TEN GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 448)

FORM OF PROXY

Form of proxy for use by shareholders at the Annual General Meeting (or any adjournment thereof) (the “Meeting”) of Hang Ten Group Holdings Limited (the “Company”) to be held at Room Java II and III, 2nd Floor, Harbour Plaza Hotel, 665 King’s Road, North Point, Hong Kong on Friday, 2 September 2011 at 2:30 p.m.

I/We ^(Note a), _____, being the registered holder(s) of ^(Note b) _____ ordinary shares (“Shares”) of HK\$0.10 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note c) or _____ of _____

as my/our proxy to vote and act for me/us in the manner indicated below, or if no such indication is given then to vote as my/our proxy thinks fit ^(Note d), at the Meeting to be held at Room Java II and III, 2nd Floor, Harbour Plaza Hotel, 665 King’s Road, North Point, Hong Kong on Friday, 2 September 2011 at 2:30 p.m. and at any adjourned meeting thereof for the purpose of considering and, if thought fit, with or without amendment or modification passing the resolutions set out in the notice convening the said Meeting.

Resolutions		FOR ^(Note d)	AGAINST ^(Note d)
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the financial year ended 31 March 2011.		
2.	(a) To re-elect Ms. Kao Yu Chu as Executive Director.		
	(b) To re-elect Mr. So Hon Cheung Stephen as Independent Non-Executive Director.		
	(c) To authorise the board of directors to fix the remuneration of the directors of the Company.		
3.	To re-appoint KPMG as the auditors and to authorise the board of directors to fix their remuneration.		
4.	To approve and declare a final dividend for the year ended 31 March 2011.		
5(1).	To grant to the directors a general mandate to issue and deal with additional Shares. ^(Note e)		
5(2).	To grant to the directors a general mandate to repurchase Shares. ^(Note e)		
5(3).	To extend the general mandate to issue Shares by the amount of Shares repurchased pursuant to resolution 5(2) above. ^(Note e)		

Dated this _____ day of _____ 2011.

Shareholder’s signature ^(Notes f and g) _____

Notes:

- (a) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (b) 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 registered in your name(s).
- (c) If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting 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. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- (d) IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. Failure to tick any box will entitle your proxy to cast his vote 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.
- (e) The full text of these resolutions appear in the notice of the Meeting dated 8 July 2011.
- (f) 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 common seal or under the hand of an officer or attorney duly authorised.
- (g) Where there are joint registered holders of any Share, any one of such holders may vote at the meeting either personally or by proxy in respect of such Share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (h) To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the branch share registrar of the Company 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. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.
- (i) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (j) Any alternations made in this form should be initialed by the person who signs it.