



# COSWAY CORPORATION LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 288)

## Form of Proxy for Annual General Meeting held on 12 September 2011

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holders(s) of<sup>2</sup> \_\_\_\_\_ Ordinary Shares of HK\$0.20 each of the above-named Company

HEREBY APPOINT<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the meeting as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Tang Room I, 3/F Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Kowloon, Hong Kong, on Monday, 12 September 2011 at 10:00 a.m. (or at any adjournment thereof) and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the Reports of the Directors and the Auditors and the consolidated financial statements for the year ended 30 April 2011.		
2.	a. To re-elect Directors		
	(i) Mr. Tan Yeong Sheik, Rayvin		
	(ii) Mr. Chan Kien Sing		
	(iii) Mr. Tan Thiam Chai		
	(iv) Mr. Massimo Guglielmucci		
	b. and, to authorise board of directors to fix their remuneration.		
3.	To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital as at the date of this resolution.		
5.	To give a general mandate to the directors to purchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital as at the date of this resolution.		
6.	To extend the general mandate granted to the directors to issue shares in the capital of the Company by adding an amount representing the aggregate nominal amount of the share capital of the Company repurchased pursuant to the foregoing resolution no. 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signature<sup>6</sup> \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of Ordinary Share of HK\$0.20 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A “/” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A “/” IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
- The full text of resolutions no. 4 to 6 referred to above appears in the notice of the meeting dated 12 August 2011.
- 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.
- To be valid, this form together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company's Hong Kong share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
- In the case of joint holders 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 holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Any alterations made in this form of proxy must be initialled by the person who signs it.