



# Little Sheep Group Limited

## 小肥羊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 968)

### Form of Proxy for use at the Court Meeting to be held on Friday, 6 January 2012

Form of proxy for use at the court meeting (and at any adjournment thereof) (the "Court Meeting") of the Scheme Shareholders (as defined in the scheme of arrangement and explanatory statement referred to in the Notice of the Court Meeting) of the shares of HK\$0.10 each in the issued share capital of Little Sheep Group Limited (the "Company") convened by the direction of the Grand Court of Cayman Islands.

IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES JURISDICTION

CAUSE NO. FSD 182 OF 2011

IN THE MATTER of section 86 of the Companies Law (2011 Revision)

AND IN THE MATTER of the Grand Court Rules 1995 Order 102

AND IN THE MATTER of Little Sheep Group Limited

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup>  
of HK\$0.10 each in the share capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING <sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Court Meeting convened by the direction of the Grand Court of the Cayman Islands (and at any adjournment thereof) of the Scheme Shareholders of the Company to be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 6 January 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, approving (with or without modifications) the Scheme of Arrangement referred to in the Notice of the Court Meeting (the "Scheme") and at the Court Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modifications, as my/our proxy may approve) or against the Scheme, as indicated below <sup>(Note 4)</sup>, or if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme of Arrangement	AGAINST the Scheme of Arrangement

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2011/2012      Signature <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of Scheme Shares (as defined in the Scheme) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Scheme Shares registered in your name(s).
- Any Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE COURT MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to attend and vote on his behalf at the Court Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick either 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 Court Meeting other than those referred to in the Notice of the Court Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- All resolutions will be put to vote by way of poll at the Court Meeting. Every Scheme Shareholder present in person (or being a corporation, is present by its duly authorized representative), or by proxy shall have one vote for every fully paid Scheme Share of which he is the holder.
- A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way and in such case, please state the relevant number of Scheme Shares in the appropriate boxes above.
- 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 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 of the Company.
- 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 at the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this Court Meeting or any adjournment thereof. If this form of proxy is not so deposited, it may, however, be handed to the Chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it.
- The proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Court Meeting or any adjourned Court Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.