



ZMAY HOLDINGS LIMITED

中民安園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8085)

FORM OF PROXY

I/We ⁽¹⁾, _____, of _____, being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.04 each in the capital of ZMAY Holdings Limited (the "Company"), **HEREBY APPOINT** ⁽³⁾ the chairman of the meeting or _____ of _____, as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at 1/F., Function Room, Macau Jockey Club, China Merchant Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong on Friday, 21 January 2011 at 11:00 a.m., for the purpose of considering, and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting, or at any adjournment thereof, to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | | For ⁽⁴⁾ | Against ⁽⁴⁾ |
|----------------------|--|--------------------|------------------------|
| 1. | To approve the refreshing and renewing the Scheme Mandate Limit (as defined in the circular of the Company dated 4 January 2011) granted to the directors of the Company under the Share Option Scheme. | | |
| 2. | To approve the refreshment of the Existing General Mandate (as defined in the circular of the Company dated 4 January 2011) granted to the directors of the Company to issue, allot and deal with the shares not exceeding 20% of the issued share capital of the Company. | | |

Date: _____

Signature ⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) in which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out the words "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.**
- IMPORTANT:** If you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- You are requested to lodge this form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereon, at the Company's principal place of business in Hong Kong at Unit 902, 9/F., Wings Building, 110-116 Queen's Road Central, Central, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting, or any adjournment thereof.
- 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 under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, personally or by proxy, that one of the said persons 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.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.