



# ASIA STANDARD INTERNATIONAL GROUP LIMITED

泛海國際集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 129)

## PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING

(or at any adjournment thereof)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of HK\$0.01 each (the "Share(s)") in the capital of Asia Standard International Group Limited (the "Company"), HEREBY APPOINT the  
Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company (the "Meeting") to be held at Empire Grand  
Room, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Friday, 29 August 2014 at 10:30 a.m. and at any adjournment thereof  
and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the "Directors") and auditors for the year ended 31 March 2014.		
2.	To approve the payment of a final dividend for the year ended 31 March 2014 of HK4 cents per Share.		
3.	(A) To re-elect Mr. Poon Hai as an executive Director.		
	(B) To re-elect Mr. Kwan Po Lam, Phileas as an executive Director.		
	(C) To re-elect Mr. Wong Chi Keung as an independent non-executive Director.		
	(D) To authorise the board (the "Board") of Directors to fix the Directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditors for the ensuing year and to authorise the Board to fix their remuneration.		
5.	(A) To grant a general mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
	(B) To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
	(C) To add the number of the Shares repurchased by the Company to the general mandate referred to in Resolution 5A.		
6.	(A) To grant a general mandate to the directors of Asia Standard Hotel Group Limited ("AS Hotel") to allot, issue and deal with shares of AS Hotel (the "AS Hotel Shares") not exceeding 20% of the issued share capital of AS Hotel as at the date of passing this resolution.		
	(B) To add the number of the AS Hotel Shares repurchased by AS Hotel to the general mandate referred to in Resolution 6A.		
7.	To approve and adopt the new share option scheme of the Company.		

Date \_\_\_\_\_

Signature<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of the Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein inserted 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
5. 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.
6. In order to be valid, this form of proxy, together with the 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 Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
7. In the case of joint holders, any one of such joint holders may vote at the Meeting, personally or by proxy or by a duly authorised corporate representative, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company, in respect of the relevant Shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Appointment of a proxy will not preclude you from attending the Meeting in person.

\* For identification purpose only