



NGAI HING HONG COMPANY LIMITED

毅興行有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1047)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
shares of HK\$0.10 each in the capital of abovementioned company (the "Company"), HEREBY APPOINT ^(note 3) the Chairman of the meeting,
or failing him _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Caine Room,
Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong, on Thursday, 22nd November 2012 at 10:00 a.m., or at any adjournment thereof,
in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our
proxy thinks fit.

| ORDINARY RESOLUTIONS | | For ^(note 4) | Against ^(note 4) |
|----------------------|---|-------------------------|-----------------------------|
| 1. | To receive and consider the audited consolidated financial statements, the Report of the Directors and the Independent Auditor's Report for the year ended 30th June 2012. | | |
| 2. | A. (i) To re-elect Mr Hui Sai Chung as executive Director. | | |
| | (ii) To re-elect Dr Wong Chi Ying, Anthony as executive Director. | | |
| | (iii) To re-elect Mr Ching Yu Lung as independent non-executive Director. | | |
| | (iv) To re-elect Mr Ho Wai Chi, Paul as independent non-executive Director. | | |
| | B. To authorise the Board of Directors to fix the remuneration of the Board and any committee of the Board. | | |
| 3. | To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board to fix its remuneration. | | |
| 4. | A. Resolution No. 4A as set out in the Notice of Annual General Meeting. | | |
| | B. Resolution No. 4B as set out in the Notice of Annual General Meeting. | | |
| | C. Resolution No. 4C as set out in the Notice of Annual General Meeting. | | |
| 5. | To approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme (as defined in the circular of the Company dated 18th October 2012). | | |

Dated this _____ day of _____ 2012 Signature(s) ^(note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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 in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "The Chairman of the meeting" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your 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.
5. Where there are joint registered 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 is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
7. 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 certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
8. A proxy need not be a member of the Company but must attend the meeting to represent you.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purpose only