

Form of Proxy for Annual General Meeting to be held on Thursday, 26 May 2016

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.02 each in the share capital of
SOFTPOWER INTERNATIONAL LIMITED (the “Company”) **HEREBY APPOINT**³ _____
of _____

or the Chairman of the Annual General Meeting of the Company (the “Meeting”) to act as my/our proxy to attend and act for me/us on my/our behalf at the Meeting to be held at 12th Floor, Phase I, Austin Tower, 22-26A Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 26 May 2016 at 11:00 a.m. and at any adjournment thereof and to vote for or against the resolutions as set out in the notice convening the Meeting as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS			For ⁴	Against ⁴
1.	To receive and consider the audited consolidated financial statements, the report of directors and the independent auditor’s report for the year ended 31 December 2015.			
2.	(i)	(a) To re-elect Mr. Yu Ben Ansheng as executive director.		
		(b) To re-elect Mr. Chen Wei Wen as independent non-executive director; and		
		(c) To re-elect Ms. Yang Li as independent non-executive director.		
	(ii)	To authorise the board of directors to fix the remuneration of the directors.		
3.	To re-appoint Messrs. PricewaterhouseCoopers as independent auditor of the Company and to authorise the board of directors to fix their remuneration.			
4.	(A)	To grant a general mandate to the directors to repurchase shares of the Company.		
	(B)	To grant a general mandate to the directors to allot and issue new shares of the Company.		
	(C)	To extend the general mandate to allot and issue new shares by adding the shares repurchased by the Company.		

Signature(s)⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “or the Chairman of the Annual General Meeting of the Company (the “Meeting”)” and insert the name and address of the proxy 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 ANY OF THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”** Failure to tick in the 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 said meeting, other than those referred to in the notice convening the Meeting.
- 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 any officer or attorney duly authorised in writing.
- Any shareholder entitled to attend and vote at the Meeting (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her identity paper.
- To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, 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 the holding of the Meeting (or adjourned meeting or the taking of the poll, as the case may be).
- 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 but if more than one of such joint holders is present at the Meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall 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 in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting should you wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.
- The full text of these resolutions appears in the notice of the Meeting.