epicurean | 惟膳

Epicurean and Company, Limited
惟膳有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING OF EPICUREAN AND COMPANY, LIMITED (THE "COMPANY") TO BE HELD ON 14 AUGUST 2012 AT 11:00 A.M. AT 2/F, J PLUS, 35-45B BONHAM STRAND, SHEUNG WAN, HONG KONG (AND ANY ADJOURNMENT THEREOF) (THE "EGM")

I/We[1] _____

of _____

being the registered holder(s) of[2] _____ shares (the "Shares") of HK$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE EGM[3] or _____

of _____

as my/our proxy, to attend and act for me/us and on my/our behalf at the EGM(4) for the purpose of considering and, if thought fit, passing the resolution ("Resolution") to be put to the EGM as set out in the notice of the EGM dated 30 July 2012 (the "EGM Notice") and at the EGM to vote on behalf of me/us and in my/our name(s) in respect of such Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Resolution	For[5]	Against[5]
Ordinary Resolution: To approve, confirm and ratify the entering into the Sale and Purchase Agreement, the Subscription Agreement, the Assignment of Loan and the respective transactions contemplated thereunder, the details of which are set out in the ordinary resolution of the EGM notice		

Dated the _____ day of 2012 Signature(s)[6,7 and 8] _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares in the capital of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company 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 EGM or" and insert the name and address of the proxy in the space provided. If no amendment is made, the Chairman of the EGM shall be deemed to have been appointed as your proxy. The proxy appointed by you need not be a member of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. If you attend and vote at the EGM, the authority given to your proxy by this form of proxy will be revoked.
5. **IMPORTANT**: If you wish to vote for a resolution, please put a tick in the relevant box under "For". If you wish to vote against a resolution, please put a tick in the relevant box under "Against". If no direction is given as to how the proxy shall vote on any particular resolution, your proxy will be entitled to exercise his/her discretion as to whether he/she votes and, if so, how to vote. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may in his/her absolute discretion consider appropriate) in respect of any business which might arise at the EGM.
6. In order to be valid, this form of proxy accompanied by a power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited 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, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.
7. In the case of joint registered holders, the vote of the senior who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of the other joint holders(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 in respect of such joint holding.
8. 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 executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised to sign the same.