



# KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

## 泰盛實業集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 1159)

### REVISED FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON 16 DECEMBER 2013 (OR AT ANY ADJOURNMENT THEREOF)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares  
of HK\$0.10 each in the capital of Karce International Holdings Company Limited (the "Company") hereby appoint (Note 3) the Chairman  
of the meeting, or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Empire Room I,  
1/F, Empire Hotel Hong Kong, Wan Chai, Hong Kong on Monday, 16 December 2013 at 11:00 a.m. (or at any adjournment thereof) in respect of  
the resolutions set out in the notice convening the said meeting as hereunder indicated:

	Special Resolution	For (Note 4)	Against (Note 4)
1.	The name of the Company be changed from "Karce International Holdings Company Limited" to "Sinogreen Energy International Group Limited" and the Chinese name "中國綠能國際集團有限公司" be adopted as the secondary name of the Company in place of the existing Chinese name "泰盛實業集團有限公司" (was for identification purposes only).		
	Ordinary Resolutions	For (Note 4)	Against (Note 4)
2.	To refresh the share issue mandate granted to the directors of the Company to allot, issue and deal with the shares.		
3A.	To re-elect Mr. Chau Chit as an executive director.		
3B.	To re-elect Mr. Tang Hao as an executive director.		
3C.	To re-elect Ms. Zhou Jianhong as an independent non-executive director.		
3D.	To re-elect Mr. Wong Wai Kwan as an independent non-executive director.		
3E.	To authorise the board of directors to fix the remunerations of the directors.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature(s) (Note 5): \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- 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. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the meeting.
- In order to be valid, this revised form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the said meeting (the "Closing Time") or any adjourned meeting.
- This revised form of proxy must be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- 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/she were solely entitled thereto, but if more than one of such joint holders is present at the meeting 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 other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the joint holding.
- The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
- IMPORTANT: If you have not yet lodged the first form of proxy which was sent to you together with the circular dated 22 November 2013 (the "First Proxy Form") with the Company's branch share registrar, you are requested to lodge this revised form of proxy if you wish to appoint proxies to attend the meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.**
- IMPORTANT: If you have already lodged the First Proxy Form with the Company's branch share registrar, you should note that:**
  - if this revised form of proxy is not lodged with the Company's branch share registrar before the Closing Time as mentioned in point 5 above or if it is incorrectly completed, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his/her discretion or to abstain on resolution 3E above or any resolution properly put to the meeting other than those referred to in the notice convening the meeting; and
  - if you have lodged this revised form of proxy with the Company's branch share registrar before the Closing Time as mentioned in point 5 above, this revised form of proxy will revoke and supersede the First Proxy Form previously lodged by you provided that this revised form of proxy is correctly completed.
- Completion and delivery of the First Proxy Form and/or this revised form of proxy will not preclude you from attending and voting in person at the meeting convened and in such events the First Proxy Form and/or this revised form of proxy shall be deemed to be revoked.

\* For identification purposes only