



Silver Base Group Holdings Limited

銀基集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 886)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") of Silver Base Group Holdings Limited (the "Company") to be convened at Tianshan and Lushan Rooms, 5/F., Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 16 May 2011 at 2:30 p.m. (or any adjournment thereof)

I/We, (note a) _____
of _____
being the registered holder(s) of _____ (note b) shares of HK\$0.10 each in the Company hereby appoint the chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Tianshan and Lushan Rooms, 5/F., Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 16 May 2011 at 2:30 p.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	<p>To approve:</p> <p>(a) the distribution agreement (the "New Distribution Agreement") dated 1 April 2011 and entered into between Silver Base Trading and Development (Shenzhen) Co., Ltd. (銀基貿易發展(深圳)有限公司) ("Silver Base Shenzhen"), as purchaser, and Guizhou Yaxi Cellar Liquors Distribution Co., Ltd.* (貴州鴨溪窖酒銷售有限公司) Ltd. (the "Distribution Company"), as supplier, in relation to the purchase and supply of baijiu (白酒) Yaxi (鴨溪) series of 38 degree and 52 degree (the "Products") for a term commencing from the date of passing of this resolution (the "Effective Date") to 30 September 2013 and the transactions contemplated thereunder;</p> <p>(b) the annual cap of RMB125,000,000, RMB187,500,000 and RMB137,500,000 for the purchase of the Products by Silver Base Shenzhen from the Distribution Company pursuant to the New Distribution Agreement respectively for the period commencing from the Effective Date and ending 31 March 2012, the financial year of the Group ending 31 March 2013, and the six months ending 30 September 2013;</p> <p>(c) authorisation to any one or more of the directors of the Company to take all steps he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the New Distribution Agreement and the transactions contemplated thereunder.</p>		
2.	To re-elect Mr. Zhang Min as independent non-executive director of the Company		

Full text of the resolutions appear in the notice of the Meeting of the Company dated 20 April 2011

Dated the _____ day of _____ 2011

Shareholder's signature X _____ X (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any resolutions, please tick ("X") the box(es) marked "Against".** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- The resolution set out in the notice convening the Meeting will be decided by poll at the Meeting in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

* denotes a translation of a Chinese name and/or English name only.