



Forgame Holdings Limited

雲遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00484)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 27 MAY 2014

I/We *(Full Name)* _____ *(Block Capital, please)*
of _____ *(Address)*
being the registered holder(s) of _____ *(see Note 1)* shares of US\$0.0001 each in the capital of Forgame Holdings Limited
(the “Company”) hereby appoint *(Name)* _____
of *(Address)* _____
or failing him/her *(Name)* _____
of *(Address)* _____
or failing him/her, the chairman of the meeting *(see Note 2)* 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 Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 27 May 2014 at 2:00 p.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated *(see Note 3)* in respect of the undermentioned resolutions, or if no such indication is given, as my/our proxy thinks fit:

Ordinary Resolutions <i>(see Note 3)</i>		For <i>(see Note 3)</i>	Against <i>(see Note 3)</i>	Abstain <i>(see Note 3)</i>
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2013.			
2.	(a) To elect the following retiring directors of the Company:			
	(i) Mr. LEVIN Eric Joshua, as independent non-executive director			
	(ii) Ms. POON Philana Wai Yin, as independent non-executive director			
	(iii) Mr. ZHAO Cong Richard, as independent non-executive director			
(b)	To authorise the board of directors of the Company to fix the remuneration of the directors.			
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.			
4.	(A) To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.			
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.			
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 4(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 4(B).			

Date this _____ day of _____ 2014 Signature(s) *(see Notes 4 & 5)* _____

Notes:

- 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 shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. **OTHERWISE THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. 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 RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Abstain”.** Any abstained vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick in the relevant box. 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 other than those referred to in the notice convening the meeting. The full text of the resolutions are set out in the notice of annual general meeting of the Company dated 23 April 2014 which is sent to the shareholders of the Company together with this proxy form.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director, attorney, or other person duly authorised in writing on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person 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, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the annual general meeting, or adjourned meeting, as the case may be. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.