

CENERIC (HOLDINGS) LIMITED

新嶺域(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 30 MAY 2014

No. of shares to which this Second Form of Proxy relates ¹	
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I/We² _____
of _____
being a member of Ceneric (Holdings) Limited (the "Company") hereby appoint³ the Chairman of the Meeting or _____ (name)
of _____ (address)
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the "Meeting") to be held at the Conference Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 30 May 2014 at 11:30 a.m. and at any adjournment thereof on the Resolutions referred to in the Notice of the Annual General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and approve the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2013.		
2.	(a) To re-elect Mr. CHENG Wai Lam, James as a Director.		
	(b) To re-elect Mr. HUANG Zhenda as a Director.		
	(c) To re-elect Mr. YEUNG Kwok Leung as a Director.		
	(d) To re-elect Ms. CHAN Hoi Ling as a Director.		
	(e) To authorize the Board of Directors to fix their remuneration.		
3.	To appoint McMillan Woods SG CPA Limited as auditors of the Company following the retirement of Parker Randall CF (H.K.) CPA Limited and to authorise the Board of Directors to fix their remuneration.		
4A.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
4B.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
4C.	To extend the general mandate granted to the Directors to allot, issue and deal with shares in resolution 4A by an amount not exceeding the amount of shares repurchased by the Company.		

Dated this _____ day of _____ 2014

Signature⁵ _____

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).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the relevant reference and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend on the same occasion and vote in his stead. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST ANY RESOLUTIONS, PLEASE PLACE AN "X" IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the Resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any Resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This Second Form of Proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the register of members in respect of the joint holding is entitled to vote at the Meeting.
- To be valid, this Second Form of Proxy, and, if required, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE "FIRST FORM OF PROXY") WHICH WAS SENT TOGETHER WITH THE CIRCULAR AND THE NOTICE OF THE MEETING (THE "NOTICE OF MEETING") BOTH DATED 28 APRIL 2014 SHOULD NOTE THAT:**
 - If no Second Form of Proxy is lodged with the Company's Share Registrar in Hong Kong, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the Meeting other than those referred to in the Notice of Meeting and the First Form of Proxy, including the resolution "for authorizing the Board of Directors to fix their remuneration" as set out in this Second Form of Proxy.
 - If the Second Form of Proxy is lodged with the Company's Share Registrar in Hong Kong before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
 - If the Second Form of Proxy is lodged with the Company's Share Registrar in Hong Kong after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.**