



# GALAXY ENTERTAINMENT GROUP LIMITED

銀河娛樂集團有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 27)

Registered Office  
Room 1606, 16th Floor, Hutchison House  
10 Harcourt Road, Central, Hong Kong

## FORM OF PROXY for use at the extraordinary general meeting or any adjournment thereof

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_  
shares of HK\$0.10 each of Galaxy Entertainment Group Limited ("Company") hereby appoint (note 3) the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the extraordinary general meeting ("Meeting") of the Company to be held at Conrad Hong Kong, Chatham Room, Level 7, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 21 November 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote, on a poll, for me/us and in my/our names(s) in respect of the said resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Terms used herein have the meanings ascribed to them in the circular dated 5 November 2007 unless the context otherwise requires.

Please indicate with a "✓" in the spaces provided how you wish your vote(s) to be cast on a poll.

### Ordinary Resolutions:

|    |  | For | Against |
|----|--|-----|---------|
| 1. | (a) to increase authorised share capital;<br>(b) to approve:<br>(i) the Subscription Agreement;<br>(ii) the Investors' Rights Agreement; and<br>(iii) the FRN Agreement;<br>(c) to authorise the Directors to issue shares under the Anti-Dilution Rights granted in the Subscription Agreement; |     |         |
| 2. | to appoint Martin Clarke a director of the Company;  |     |         |
| 3. | to appoint Guido Paolo Gamucci a director of the Company;  |     |         |
| 4. | to grant a general mandate to allot, issue and deal with additional shares of the Company; and   |     |         |
| 5. | to extend the general issue mandate granted (referred to in resolution no. 4).   |     |         |

Shareholder's Signature: \_\_\_\_\_

Date: \_\_\_\_\_

### Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
2. 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 Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and (on a poll) vote on his behalf. On a poll votes may be given either personally or by this form of proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. If such an appointment is made, delete the words "the Chairman of the Meeting or" and insert the name and address of the appointed proxy in the space provided. Completion and return of this form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof and, in such event, the authority of this form of proxy will be deemed to be revoked.
4. This form of proxy must be in writing under your hand or of your attorney duly authorised in writing, or in case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority **shall be deposited** at the registered office of the Company at **Room 1606, 16th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong (marked for the attention of the Company Secretary)** not less than **48 hours before the time for holding the Meeting** and in default this form of proxy shall not be treated as valid.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by this form of proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by this form of proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
7. All the resolutions will be voted on by way of poll.
8. Any alterations made in this form should be initialled by the person who signs it.