



# SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 650)

**Form of proxy for use by shareholders at the special general meeting (the “SGM”) of Shun Cheong Holdings Limited (the “Company”) to be held at Suite 2302, Wing On Centre, 111 Connaught Road Central, Hong Kong on Wednesday, 4 January 2012 at 10:00 a.m.**

I/We,<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_  
shares of HK\$0.01 each in the capital of the Company, HEREBY APPOINT<sup>(3)</sup> the chairman of the SGM  
or <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us and on my/our behalf at the SGM (or at any adjournment thereof) of the Company to be held at Suite 2302, Wing On Centre, 111 Connaught Road Central, Hong Kong on Wednesday, 4 January 2012 at 10:00 a.m. to consider and, if thought fit, pass the resolution set out in the notice convening the SGM and at such SGM (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolution specified below in the manner indicated:

ORDINARY RESOLUTION	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
(a) the joint venture agreement dated 6 October 2011 (the “JV Agreement”), and the first supplemental agreement dated 29 November 2011 and the second supplemental agreement dated 14 December 2011 (the “Supplemental Agreements”), both entered into between 廣西沃頓國際大酒店有限公司 (Guangxi Wharton International Hotel Limited*) and 北京普凱世杰投資諮詢有限公司 (Beijing Pukai Shijie Investment Consultancy Company*) in respect of the establishment of a joint venture company in the People’s Republic of China (copies of the JV Agreement and the Supplemental Agreements have been tabled at this meeting marked “A” and “B” respectively and signed by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and		
(b) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as they may consider necessary, appropriate, desirable or expedient for implementation of or giving effect to the JV Agreement, the Supplemental Agreements and any of the transactions contemplated thereunder.		

Dated \_\_\_\_\_ Signed<sup>(5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the chairman of the SGM is preferred, please strike out “the chairman of the SGM or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
- In the case of joint holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the SGM, personally or by proxy, 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.
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the SGM if you so wish. In the event of your attending the SGM, this form of proxy will be deemed to be revoked.

\* For identification purposes only