



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 Monday, 20 May 2013 at 11:00 a.m.

I/We, ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each in the capital of the Company,
HEREBY APPOINT ⁽³⁾ the chairman of the SGM or ⁽³⁾ _____
of _____

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 Monday, 20 May 2013 at 11:00 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:

Resolutions	For ⁽⁴⁾	Against ⁽⁴⁾
<p>The entry into of the Deed of Amendment (as defined in the circular to the shareholders of the Company dated 30 April 2013), a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for identification purpose, the transactions contemplated thereunder and the execution if the Deed of Amendment and any documents and agreements incidental thereto under the common seal of the Company by any two directors of the Company on behalf of the Company be and are hereby confirmed, approved, authorized and ratified in all respect; and</p> <p>Any one director of the Company or, if the affixation of the common seal of the Company is necessary, any two directors of the Company be and is/are hereby authorized for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the matters contemplated in the Deed of Amendment and the transactions contemplated thereunder or otherwise in relation to the Deed of Amendment and the matters and the transactions contemplated thereunder.</p>		

Dated this _____ day of _____ 2013 Signature: _____

Notes:

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2 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).
- 3 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- 4 **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.
- 5 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.
- 6 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 notorially 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.
- 7 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.
- 8 The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- 9 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