



# 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 annual general meeting (the "Meeting") of Shun Cheong Holdings Limited (the "Company") to be held at Suite 2302, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 16 September 2013, 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 Shun Cheong Holdings Limited (the "Company"), HEREBY APPOINT <sup>(3)</sup> the Chairman of the Meeting or <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us and on my/our behalf at the Meeting (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, 16 September 2013, at 10:00 a.m. to consider and, if thought fit, pass the resolutions set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions specified below in the manner indicated:

Ordinary Resolution		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and reports of the directors and the auditors of the Company for the year ended 31 March 2013.		
2.	a) i) To re-elect the Mr. Mo Tianquan as the director of the Company.		
	a) ii) To re-elect the Prof. Ye Jianping as the director of the Company.		
	a) iii) To re-elect the Mr. Deng Wei as the director of the Company.		
2.	b) To appoint Mr. Wu Jiahong as the Independent Non-executive Director of the Company.		
2.	c) To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To change the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20 per cent. of the aggregate nominal amount of the existing issued share capital of the Company.		
Special Resolution			
1.	To approve the proposed amendment to the existing Article 167.		

Dated \_\_\_\_\_

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

**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 Meeting is preferred, please strike out "the Chairman of the Meeting 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 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 Meeting or any adjournment thereof.
7. In the case of joint holders of any share, any one of such persons may vote at the Meeting, 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 Meeting, 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 Meeting 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 Meeting if you so wish. In the event of your attending the Meeting, this form of proxy will be deemed to be revoked.

\* For identification purposes only