



# 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 "Meeting") of Shun Cheong Holdings Limited (the "Company") to be held at United Conference Centre Limited — Room 4, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 22 July 2016, 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 Meeting or \_\_\_\_\_

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 United Conference Centre Limited — Room 4, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 22 July 2016, at 10:00 a.m. to consider and, if thought fit, pass the resolutions set out in the notice convening the Meeting (the "Notice") 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, and, if no such indication is given, as my/our proxy thinks fit:

SPECIAL RESOLUTION <sup>(10)</sup>		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1	(a) To approve and adopt the New Bye-laws; and (b) to increase the authorised share capital of the Company from HK\$80,000,000 divided into 8,000,000,000 Ordinary Shares of HK\$0.01 each to HK\$130,000,000 by the creation of 5,000,000,000 Preferred Shares of HK\$0.01 each, such Preferred Shares having the rights, privileges and restrictions as set out in the New Bye-laws, such that the authorised share capital of the Company shall become HK\$130,000,000 divided into 8,000,000,000 Ordinary Shares of HK\$0.01 each and 5,000,000,000 Preferred Shares of HK\$0.01 each, and all the existing shares of the Company in issue shall be designated as Ordinary Shares.		
ORDINARY RESOLUTIONS <sup>(10)</sup>		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
2	(a) Subject to the passing of special resolution no. 1, to approve, confirm and ratify the Share Subscription Agreement; (b) conditional upon the condition(s) set out in the Notice, to authorise the directors of the Company (the "Directors") to allot and issue the Subscription Ordinary Shares and the Subscription Preferred Shares (or such other adjusted number of Subscription Ordinary Shares and Subscription Preferred Shares as may be necessary to fulfil the public float requirement of the Company) to the Subscribers; and the Preferred Conversion Shares upon exercise of the conversion rights attached to the Preferred Shares by the holder(s) thereof, in accordance with the terms and conditions of the Share Subscription Agreement; and (c) to authorise the Directors to do all such further acts and things and to take all such steps which may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Share Subscription Agreement and the transactions contemplated thereunder.		
3	(a) Subject to the passing of special resolution no. 1, to approve, confirm and ratify the CN Subscription Agreement; (b) conditional upon the condition(s) set out in the Notice, to authorise the Directors to issue to League Way the Convertible Note in accordance with the terms and conditions of the CN Subscription Agreement; and to allot and issue the CN Conversion Shares upon exercise of the conversion rights attached to the Convertible Note by the holder(s) thereof in accordance with the terms and conditions of the Convertible Note; and (c) to authorise the Directors to do all such further acts and things and to take all such steps which may be necessary, appropriate, desirable or expedient to implement and/or give effect to the CN Subscription Agreement and the transactions contemplated thereunder.		
4	(a) To approve, confirm and ratify the Acquisition Agreement; and (b) to authorise the Directors to do all such further acts and things and to take all such steps which may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Acquisition Agreement and the transactions contemplated thereunder.		
5	(a) Subject to and conditional upon the condition(s) set out in the Notice, to approve, confirm and ratify the Divestment Agreement; and (b) to authorise the Directors to do all such further acts and things and to take all such steps which may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Divestment Agreement and the transactions contemplated thereunder.		
6	(a) To fix the maximum number of Directors at 15; and (b) to authorise the Directors to appoint from time to time such additional number of directors up to such maximum number.		

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 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.**
- 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 Meeting or any adjournment thereof.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting 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 Meeting if you so wish, and in such event, this form of proxy will be deemed to be revoked.
- The description of the resolutions in this form of proxy is by way of summary only. Please refer to the Notice for the full text of the resolutions. Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as defined in the Notice.

\* For identification purposes only