



Ngai Shun Holdings Limited

毅信控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01246)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.001 each in the capital of Ngai Shun Holdings Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting of the Company, or ^(Note 3) _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “Meeting”) to be held on 19 August 2015 (Wednesday) at 11:00 a.m. at Units 4202-03, 42nd Floor, The Center, 99 Queen’s Road Central, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	“ THAT: the authorised share capital of the Company be increased from HK\$10,000,000 divided into 10,000,000,000 shares of HK\$0.001 par value each to HK\$200,000,000 divided into 200,000,000,000 shares of HK\$0.001 par value each (“ Increase in Authorised Share Capital ”) be and is hereby approved and the directors of the Company (“ Directors ”) be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company as they may consider necessary or expedient to give effect to or in connection with the Increase in Authorised Share Capital.”		
2.	“ THAT: subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares (as defined below), the Bonus Issue (as defined below) be approved in the following manner: (a) an amount standing to the credit of the retained profits of the Company be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par new ordinary shares of HK\$0.001 each in the share capital of the Company (the “ Bonus Shares ”) and that such Bonus Shares shall be allotted and distributed, credited as fully paid up at par (subject as referred to paragraph (b) below), to and among members of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 27 August 2015 (the “ Record Date ”), other than those members whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange, on the basis of four (4) Bonus Shares for every one (1) Share of HK\$0.001 each in the share capital of the Company held by them respectively on the Record Date (the “ Bonus Issue ”);		

ORDINARY RESOLUTIONS <i>(Note 4)</i>	FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
<p>(b) no fractional Bonus Shares shall be allotted or issued to the members of the Company;</p> <p>(c) in case where the address of any holder of Shares as shown on the register of members of the Company on the Record Date is outside Hong Kong (the “Overseas Shareholders”) and upon making relevant enquiries, the Directors consider the exclusion of such Overseas Shareholders is necessary or expedient, the Bonus Shares shall not be issued to such Overseas Shareholders (the “Non-Qualifying Shareholders”) but shall be aggregated and sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of the related expenses, of HK\$100.00 or more, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company;</p> <p>(d) the Bonus Shares to be issued pursuant to paragraph (a) above will rank pari passu with the Shares then existing in all respects except for those Shares which will not rank for the Bonus Issue as set out in this resolution; and</p> <p>(e) the Directors be and are hereby authorised to do all such acts and things as he or she may consider necessary or expedient to implement and give effect to the Bonus Issue and arrangements as set out in this resolution.”</p>		

Dated this _____ day of _____ 2015 Signature *(Note 6)*: _____

Notes:

1. Full name(s) and address(es) must 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 of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out “the Chairman of the extraordinary general meeting of the Company, 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(S) WHO SIGN(S) IT.
4. The description of these resolutions is by way of summary only. The full text appears in the notice of convening the Meeting.
5. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
6. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
7. Any member entitled to attend and vote at the Meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
8. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
10. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by 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 the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. The notice of the Meeting is set out in the Company’s circular dated 3 August 2015.