



# 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 <sup>(Note 1)</sup>, \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 <sup>(Note 3)</sup> \_\_\_\_\_ 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 Monday, 23 November 2015 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 RESOLUTION <sup>(Note 11)</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(a)	the execution, delivery and performance by the Company of the Sale and Purchase Agreement (as defined in the Company's circular dated 6 November 2015 ("Circular")) a copy of which has been produced at the EGM marked "A" and signed by the chairman of the EGM for identification purposes, together with the terms and conditions thereof and transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;		
(b)	the issue of the Promissory Note (as defined in the Circular) pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved; and		
(c)	any one director or, if the affixation of the common seal of the Company is necessary, any one Director and the company secretary of the Company or any two Directors or such other person (including a director) or persons as the Board may appoint be and is/are hereby authorised for and on behalf of the Company to approve and execute all documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or related to the Sale and Purchase Agreement and transactions contemplated thereunder or incidental thereto and completion thereof as he/she/they may consider necessary, desirable or expedient.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2015. Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). 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 delete the words "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 A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the Meeting.
- The form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- Terms used in this form of proxy have the same meaning as those defined in the notice of the Meeting dated 6 November 2015.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.