



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\$0.025
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 at Units 4202-03, 42nd Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 14 February 2017 at 11:00 a.m. 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 ^(Note 11)	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>(a) the subscription agreement dated 30 September 2016 (the "Subscription Agreement") entered into between (i) the Company, as the issuer and (ii) Liyao Investment Limited (the "Subscriber"), as the subscriber, pursuant to which the Subscriber conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue, in aggregate 2,600,000,000 shares (the "Subscription Shares") at the price of HK\$0.20 per share (the "Subscription Price") for an aggregate amount of HK\$520,000,000 (the "Subscription"), and all transactions contemplated under the Subscription Agreement and the Subscription and in connection with each of them be and are hereby approved, confirmed and ratified;</p> <p>(b) the allotment and issue of the Subscription Shares at the Subscription Price for an aggregate amount of HK\$520,000,000 to the Subscriber in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved;</p> <p>(c) subject to and conditional upon (i) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Subscription Shares; and (ii) the fulfilment of other conditions precedent as set out in the Subscription Agreement, the Directors be and are hereby granted the unconditional specific mandate (the "Specific Mandate") which shall entitle the directors of the Company (the "Directors"; and any one of them, the "Director") to exercise all the powers of the Company to allot and issue the Subscription Shares to the Subscriber, and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;</p> <p>(d) the sale and purchase agreement dated 30 September 2016 (the "Sale and Purchase Agreement") entered into between (i) Creative Lane Limited, a direct wholly owned subsidiary of the Company, as the purchaser (the "Purchaser") and (ii) Boill International Co., Limited (the "Vendor") as the vendor, pursuant to which (1) the Vendor has conditionally agreed to dispose of and the Purchaser has conditionally agreed to purchase 68 ordinary shares of Anway Real Estate Limited (the "Target Company"); and (2) the Vendor has conditionally agreed to assign and the Purchaser has conditionally agreed to accept the assignment of 68% of a shareholder's loan in the amount of approximately HK\$781.38 million owed by the Target Company to the Vendor as at the date of the Sale and Purchase Agreement, subject to further adjustment (if any) at the date on which the completion of the transactions contemplated under the Sale and Purchase Agreement take place (collectively, the "Acquisition") for a total consideration of HK\$1,100,000,000, and all transactions contemplated under the Sale and Purchase Agreement and the Acquisition and in connection with each of them be and are hereby approved, confirmed and ratified; and</p> <p>(e) the 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 of Directors 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 Subscription Agreement, Sale and Purchase Agreement and transactions contemplated thereunder or incidental thereto and completion thereof as he/she/they may consider necessary, desirable or expedient.</p>		

Dated this _____ day of _____ 2017. Signature(s) ^(Note 5) _____

- 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 authorised 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 authorised.
 - 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 26 January 2017.
 - The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.