

# 信德集團



## SHUN TAK HOLDINGS SHUN TAK HOLDINGS LIMITED 信德集團有限公司

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 242)

Website: <http://www.shuntakgroup.com>

### PROXY FORM FOR 2015 ANNUAL GENERAL MEETING

I/We, being the registered holder(s) of **Shun Tak Holdings Limited** (the "Company"), hereby appoint the proxy<sup>(Note 1)</sup> as specified below or failing him/her, the **chairperson of the meeting**<sup>(Note 1)</sup> to attend and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 19 June 2015 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

<b>Registered Holder(s)</b> (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. <sup>(Note 7)</sup>	Signature <sup>(Note 3)</sup>		
Date			

<b>Proxy</b> <sup>(Note 1)</sup> (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares <sup>(Note 2)</sup>	
Full Address			

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor thereon for the year ended 31 December 2014.		
2.	To declare a final dividend and a special dividend in respect of the year ended 31 December 2014.		
3.	(i) To re-elect Mr. Ng Chi Man, Michael as an independent non-executive director of the Company.		
	(ii) To re-elect Mrs. Mok Ho Yuen Wing, Louise as a non-executive director of the Company.		
	(iii) To re-elect Ms. Ho Chiu Ha, Maisy as an executive director of the Company.		
	(iv) To re-elect Mr. Rogier Johannes Maria Verhoeven as an executive director of the Company.		
4.	To approve the directors' fees and authorise the board of directors of the Company to fix other directors' remuneration.		
5.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.		
6.	To grant a general mandate to the board of directors of the Company to repurchase issued shares of the Company.		
7.	To grant a general mandate to the board of directors of the Company to issue new shares of the Company.		
8.	To extend the general mandate granted to the board of directors of the Company to issue new shares by addition thereto the number of shares repurchased.		
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
9.	To approve the adoption of new Articles of Association of the Company.		

#### Notes:

- If any proxy other than the chairperson of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided and delete the words "or failing him/her, the chairperson of the meeting". A holder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the AGM (or any adjournment thereof) to represent you.
- Please insert the number of shares for this proxy. If no number of shares is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in the name of the holder(s).
- This proxy form must be signed and dated by the member of the Company or his/her attorney duly authorised in writing. If the member of the Company is a corporation, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint holders, any one of such joint holders may sign this proxy form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the 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 in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy or proxies to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the registered office of the Company at Penthouse 39th Floor, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong, not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM (or any adjournment thereof) if you so wish. If you attend and vote at the AGM (or any adjournment thereof), this proxy form shall be regarded as revoked.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, the Company does not accept any special instructions written on this proxy form.