

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 GENERAL MEETING

Form of proxy for use by the shareholders of Shun Tak Holdings Limited (the “Company”) at the general meeting (the “General Meeting”) to be convened at Golden Restaurant, Macau Jockey Club (HK) Club House, 1st Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 30 August 2016 at 12:30 p.m. (or any adjournment thereof).

I/We, being the registered holder(s) of **Shun Tak Holdings Limited** (the “Company”), hereby appoint the proxy^(Note 1) as specified below or failing him/her, the **chairperson of the General Meeting**^(Note 1) to attend and vote for me/us and on my/our behalf at the General Meeting of the Company to be convened at Golden Restaurant Macau Jockey Club (HK) Club House, 1st Floor China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 30 August 2016 at 12:30 p.m. (or at any adjournment thereof) in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit. Words and expressions herein shall bear the same meaning as those defined in the circular dated 26 July 2016 published by the Company.

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

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS .)			
Full Name		No. of Shares ^(Note 2)	
Full Address			

	ORDINARY RESOLUTION ^(Note 4)	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the sale and purchase of the Sale Shares under the Sale and Purchase Agreement, transfer of the Property under the Promissory Sale and Purchase Agreement, the JV Formation (including the provision of Share Owner’s Shareholder’s Loans to the Target Company and granting of Purchaser’s Disposal and Acquisition Right) and other transactions contemplated thereby and to authorise any one director of the Company, or two directors of the Company if the affixation of the common seal is necessary, for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, or ancillary to, or in connection with, or necessary for the purpose of giving effect to the Sale and Purchase Agreement, the Shareholders’ Agreement, the Promissory Sale and Purchase Agreement and any other related documents, instruments and agreements and the transactions contemplated thereunder.		

Notes:

1. If any proxy other than the chairperson of the General 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 General Meeting”. A holder entitled to attend and vote at the General Meeting 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 General Meeting (or any adjournment thereof) to represent you.
2. 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).
3. 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.
4. **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 General Meeting other than those referred to in the notice convening the General Meeting.**
5. 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 General Meeting or any adjournment thereof.
6. Completion and delivery of this proxy form will not preclude you from attending and voting at the General Meeting (or any adjournment thereof) if you so wish. If you attend and vote at the General Meeting (or any adjournment thereof), this proxy form shall be regarded as revoked.
7. Please provide one certificate number, if possible, to facilitate processing.
8. For the avoidance of doubt, the Company does not accept any special instructions written on this proxy form.