



SA SA INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 178)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We ^{note 1} _____ of _____ being the registered holder(s) of ^{note 2} _____ shares of HK\$0.10 each in the capital of Sa Sa International Holdings Limited (the "Company"), **HEREBY APPOINT** ^{note 3} _____ of _____ **OR** _____

of _____ **OR** failing him/her, **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** as my/our proxy to attend for me/us at the annual general meeting of the Company to be held at 3/F, Gold Mark Plaza, 502 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 23 August 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting or any adjournment thereof to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated 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.

ORDINARY RESOLUTIONS		FOR ^{note 4}	AGAINST ^{note 4}
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2012.		
2.	To consider and declare a final dividend and a special dividend for the year ended 31 March 2012.		
3.	(1) To re-elect the following retiring directors as independent non-executive directors of the Company:		
	(a) Ms KI Man Fung Leonie; and		
	(b) Mr TAN Wee Seng.		
	(2) To authorise the board of directors (the "Board") to fix the remuneration of the aforesaid directors.		
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.		
5.	(1) To grant a general mandate to the directors to issue additional shares of the Company.		
	(2) To grant a general mandate to the directors to purchase shares of the Company.		
	(3) To add the aggregate nominal amount of shares which are purchased or otherwise acquired under the general mandate granted to the directors pursuant to Ordinary Resolution No. 5(2) to the aggregate nominal amount of the shares which may be issued under the general mandate in Ordinary Resolution No. 5(1).		
6.	(1) To adopt the new share option scheme of the Company.		
	(2) To terminate the 2002 Share Option Scheme of the Company.		
SPECIAL RESOLUTIONS			
7.	(1) To approve the amendments to the memorandum of association of the Company.		
	(2) To approve the amendments to the articles of association of the Company.		
	(3) Conditional on the passing of Special Resolutions No. 7(1) & 7(2), to adopt the amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company.		

Signature(s) ^{note 5} _____

Date _____

NOTES:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- 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).
- Please 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any other resolution properly put to the meeting.
- Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his/her stead.
- This form of proxy and (if required by the Board) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy thereof shall be delivered at the Company's branch share and transfer office, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in this form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 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 provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument of proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- This form of proxy must be signed by you or by your attorney authorised in writing or, if you are a corporation, either under your seal or under the hand of an officer, attorney or other person duly authorised to sign the same.