



**SA SA INTERNATIONAL HOLDINGS LIMITED**

**莎莎國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 178)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
TO BE HELD ON 30 AUGUST 2016**

I/We <sup>note 1</sup> \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ being the registered holder(s) <sup>note 2</sup> of \_\_\_\_\_ shares of HK\$0.10  
 each in the capital of Sa Sa International Holdings Limited (the “Company”), **HEREBY APPOINT** <sup>note 3</sup> \_\_\_\_\_  
 \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ **OR** \_\_\_\_\_  
 of \_\_\_\_\_

**OR** failing him/them, **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 Tuesday, 30 August 2016 at 12:00 noon 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 <sup>note 4</sup>	AGAINST <sup>note 4</sup>
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2016.		
2.	To declare a final dividend and a special final dividend for the year ended 31 March 2016.		
3.	(1) To re-elect the following retiring directors as directors of the Company:		
	(a) Dr Kwok Law Kwai Chun Eleanor as executive director;		
	(b) Dr Look Guy as executive director; and		
	(c) Ms Tam Wai Chu Maria as independent non-executive director.		
	(2) To authorise the board of directors (“ <b>Board</b> ”) 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 buy back shares of the Company.		
	(3) To add the aggregate nominal amount of shares which are bought back 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).		

Signature(s) <sup>note 5</sup> \_\_\_\_\_

Date \_\_\_\_\_

*NOTES:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. **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.
5. 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 stead.
6. 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 registrar and transfer office, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 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 subsequent 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.
7. 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.
8. 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.

---

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) The Personal Data provided in this form may be used in connection with processing your appointment of proxy(ies) in the AGM and instructions. Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies who are authorised by law to request the information for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.