



**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>**

**Form of proxy for Annual General Meeting to be held on Wednesday, 6 June 2012  
(or any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of HK\$0.25 each in the capital of Shun Tak Holdings Limited (the "Company"), HEREBY APPOINT<sup>3</sup> the chairman of the meeting (who represents \_\_\_\_\_ shares held by me/us), and/or \_\_\_\_\_ of \_\_\_\_\_ (who represents \_\_\_\_\_ shares held by me/us) and/or \_\_\_\_\_ of \_\_\_\_\_ (who represents \_\_\_\_\_ shares held by me/us) as my/our proxy/proxies<sup>4</sup> to attend on my/our behalf the annual general meeting of the Company ("AGM") to be held at SkyCity Marriott Ballroom, Ground Floor, Hong Kong SkyCity Marriott Hotel, 1 Sky City Road East, Hong Kong International Airport, Lantau, Hong Kong on Wednesday, 6 June 2012 at 3:30 p.m. (or at any adjournment thereof) and at the AGM or any adjournment, on a poll, to vote on my/our behalf and in my/our name(s) on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy/proxies thinks/think fit.

	<b>Ordinary Resolutions</b>	<b>FOR<sup>5</sup></b>	<b>AGAINST<sup>5</sup></b>
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 2011.		
2.	To declare a final dividend in respect of the year ended 31 December 2011.		
3.	(i) To re-elect Ms. Ho Chiu Ha, Maisy as an executive director of the Company.		
	(ii) To re-elect Mr. Rogier Johannes Maria Verhoeven as an executive director of the Company.		
	(iii) To re-elect Dato' Dr. Cheng Yu Tung as a non-executive director of the Company.		
	(iv) To re-elect Mrs. Mok Ho Yuen Wing, Louise as a non-executive director of the Company.		
	(v) To re-elect Mr. Ng Chi Man, Michael as a non-executive director of the Company.		
4.	To re-elect Sir Rogerio Hyndman Lobo as an independent non-executive director of the Company.		
5.	To approve the directors' fees and authorise the board of directors of the Company to fix other directors' remuneration.		
6.	To re-appoint H. C. Watt & Company Limited as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.		
7.	To grant a general mandate to the board of directors of the Company to repurchase issued shares of the Company.		
8.	To grant a general mandate to the board of directors of the Company to issue new shares of the Company.		
9.	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.		
10.	To approve the increase in authorized share capital of the Company.		
11.	To adopt the 2012 Share Option Scheme.		
	<b>Special Resolutions</b>		
12.	To approve the amendments to the Memorandum and Articles of Association of the Company.		
13.	To approve the adoption of new Memorandum and Articles of Association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signature(s)<sup>6</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the capital of the Company registered in your name(s) to which this form of proxy is to relate. If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, please strike out “the chairman of the meeting” and insert the name and address of the proxy or proxies (up to a maximum of two) desired in the space provided. The proxy or proxies appointed by you need not be a member or members of the Company but must attend the AGM in person to represent you. In the event that two persons (in addition to the chairman of the meeting) are named as proxies and the words “the chairman of the meeting” (and all references to shares in respect of which he shall have been appointed) are not deleted, the chairman of the meeting shall be deemed to have been deleted.
4. If you appoint more than one proxy, please also insert the number of shares which each proxy represents and the name of the voting proxy. If you fail to specify the number of shares which each proxy represents and/or the name of the voting proxy, then, subject to the decision of the chairman of the meeting at his absolute discretion, you shall be deemed to have appointed the first-named proxy (including the chairman of the meeting, but subject to Note 3 above) as your voting proxy and that such first-named proxy shall represent all the shares held by you. If you are appointing only one proxy, then you are not required to state the number of shares which that proxy represents and, in such case, the number of shares represented shall be all the shares registered in your name(s).
5. **Important: If you wish to vote for a resolution, please place a “√” in the box marked “FOR”. If you wish to vote against a resolution, please place a “√” in the box marked “AGAINST”. Failure to complete either box will entitle your proxy or proxies to cast your vote at his/her discretion.** Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy or proxies to do all such things (including voting or abstaining as he/she may in his/her absolute discretion consider appropriate) in respect of any business which might arise at the AGM.
6. This 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 executed under its common seal or under the hand of an officer or attorney duly authorised.
7. If more than one of the joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 appointed for holding the AGM or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.
9. Completion and return of this form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof if you wish to do so. In such event, this form of proxy shall be deemed to be revoked.
10. **Any alteration made to this form of proxy shall be initialed by the person who signs it.**