

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>

Form of proxy for Annual General Meeting to be held on Friday, 7 June 2013 (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of _____ share(s)² of HK\$0.25 each in the capital of Shun Tak Holdings Limited (the "Company"), HEREBY APPOINT³ 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/proxies⁴ to attend on my/our behalf the annual general meeting of the Company ("AGM") to be held at Harbour View Ballroom, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 7 June 2013 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.

Ordinary Resolutions		FOR ⁵	AGAINST ⁵
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 2012.		
2.	To declare a final dividend in respect of the year ended 31 December 2012.		
3.	(i) To re-elect Ms. Ho Chiu Fung, Daisy as an executive director of the Company.		
	(ii) To re-elect Mr. Shum Hong Kuen, David as an executive director of the Company.		
	(iii) To re-elect Mr. Ho Tsu Kwok, Charles as an independent non-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 their 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.		

Dated this _____ day of _____ 2013. Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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.
- Any alteration made to this form of proxy shall be initialed by the person who signs it.**