



SAU SAN TONG HOLDINGS LIMITED

修身堂控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8200)

FORM OF PROXY

Form of Proxy for use by shareholders of Sau San Tong Holdings Limited (“Company”) at the extraordinary general meeting of the Company (“Meeting”) to be held at 4th Floor, Sands Building, 17 Hankow Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 17 February 2015 at 11:30 a.m. and any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares
of HK\$0.01 each (“Shares”) in the share capital of the Company hereby appoint the Chairman of the Meeting,
or ^(Note 3) _____
of _____
to act as my/our proxy to attend and vote for me/us on my/our behalf as directed below, or if no such indication is
given then to vote as my/our proxy thinks fit, at the Meeting to be held at 4th Floor, Sands Building, 17 Hankow Road,
Tsimshatsui, Kowloon, Hong Kong on Tuesday, 17 February 2015 at 11:30 a.m. or at any adjournment thereof and to vote
on my/our behalf as directed below.

Please indicate with “✓” in the appropriate box to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve the SM Placing Agreement (as defined in the circular of the Company dated 31 January 2015 (“Circular”)) and all the transactions contemplated thereunder (including the allotment and issue of the SM Placing Shares (as defined in the Circular)); to grant the Specific Mandate (as defined in the Circular) to the directors of the Company; and to authorise any one director of the Company to do all things necessary for the implementation thereof.		

Dated this _____ day of _____ 2015 Signature of Shareholder(s) ^(Notes 6 to 8) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the Shares registered in your name(s).
- If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided. If this space is not completed, the Chairman of the Meeting will act as your proxy.
- IMPORTANT: If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”.** If this Form of Proxy is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of such resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she/it or they represent as such member could exercise.
- Where there are joint holders of Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- This Form of Proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this Form of Proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this Form of Proxy on behalf of the corporation without further evidence of the facts.
- To be valid, this Form of Proxy must be completed, signed and returned, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjourned meeting at which the person named in the form proposes to vote.
- Any alteration made to this Form of Proxy should be initialled by the person who signs it.
- Completion and return of this Form of Proxy will not preclude a member from attending the Meeting and voting in person at the Meeting or any adjourned meeting if he/she/it so desires. If a member attends, and votes at, the Meeting after having deposited this Form of Proxy, this Form of Proxy will be deemed to have been revoked.

* For identification purpose only