



# 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)

### PROXY FORM

**Form of Proxy for use by shareholders at the Extraordinary General Meeting to be held at 4th Floor, Sands Building, 17 Hankow Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 6 December 2013 at 11:00 a.m.**

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each

in the share capital of Sau San Tong Holdings Limited (the "Company") hereby appoint the Chairman of the Extraordinary General Meeting of the Company (the "Meeting") or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us on my/our behalf as direct 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 Friday, 6 December 2013 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the Placing Agreement and all transactions contemplated thereunder; to grant a specific mandate to the Directors to allot, issue and deal with the Conversion Shares under the Placing Convertible Notes; to approve the allotment and issue of the Conversion Shares under the Placing Convertible Notes; and to approve the Directors to perform all acts and deliver all documents contemplated under the Placing Agreement and the Placing Convertible Notes.		
2.	To approve, confirm and ratify the Subscription Agreement and all transactions contemplated thereunder; to grant a specific mandate to the Directors to allot, issue and deal with the Conversion Shares under the Subscription Convertible Note; to approve the allotment and issue of the Conversion Shares under the Subscription Convertible Note; and to approve the Directors to perform all acts and deliver all documents contemplated under the Subscription Agreement and the Subscription Convertible Note.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature of Shareholder(s) <sup>(Notes 6 to 8)</sup> \_\_\_\_\_

#### 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 of the Company registered in your name(s).
- If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Extraordinary General Meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed 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 any of the resolutions set out above, please tick ("✓") the boxes marked "For"; If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against".** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his 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 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 return, together with the power of attorney or other authority (if any) under which it is signed, (or a copy which has been certified by a notary) to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 adjourned meeting at which the person named in the form proposes to vote.
- Any alteration made to this form should be initiated by the person who signs the form.

\* For identification purposes only