



# POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

## 寶勝國際（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING

Form of proxy for use by shareholders at the annual general meeting (the "Meeting") of Pou Sheng International (Holdings) Limited (the "Company") to be held at Lotus Room, 6/F., Macro Polo Hong Kong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong, on Wednesday, 7 March 2012 at 10:00 a.m.

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of the Company **HEREBY APPOINT** the Chairman of the Meeting <sup>(note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies to vote for me/us and/or my/our behalf at the Meeting of the Company to be held at Lotus Room, 6/F., Macro Polo Hong Kong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 7 March 2012 at 10:00 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, with or without modifications, passing the resolutions set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as hereunder Indicated.

Please indicate with a "✓" in the boxes provided how you wish the proxy to vote on your behalf <sup>(note 4)</sup>. Should this form be returned duly signed, but without a specific direction, the proxy will vote or abstain at his/her/its discretion.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and adopt the audited financial statements and reports of the directors and auditors of the Company for the year ended 30 September 2011.		
2.	(a) To re-elect the following directors of the Company:		
	(1) Mr. Chang Li Hsien, Leslie as an independent non-executive director;		
	(2) Mr. Chen Huan-Chung as an independent non-executive director; and		
	(3) Mr. Tsai David, Nai Fung as a non-executive director.		
(b)	To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company to hold office until the conclusion of next annual general meeting and authorise the board of directors of the Company to fix their remuneration.		
4.	Ordinary Resolution No. 4A (To grant general mandate to the board of directors of the Company to issue shares of the Company).*		
	Ordinary Resolution No. 4B (To grant general mandate to the board of directors of the Company to repurchase shares and others securities of the Company).*		
	Ordinary Resolution No. 4C (To extend the general mandate to the board of directors of the Company to issue additional shares of the Company).*		
5.	To approve the amendments to the share option scheme of the Company.		
<b>SPECIAL RESOLUTIONS</b>			
6.	To approve the amendments to the bye-laws of the Company.		
7.	To approve the adoption of a new set of the bye-laws, which consolidates all of the proposed amendments to the bye-laws as set out in the notice convening the meeting, as the new bye-laws of the Company.		

\* The full text of the resolutions is set out in the notice of the Meeting, which is included in the circular despatched to shareholders of the Company.

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

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

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as proxy. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOXES BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOXES BELOW THE BOX MARKED "AGAINST".** Failure to tick either boxes will entitle your proxy to cast your vote(s) or abstain at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney or any other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, 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 registered 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 such joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours prior to the commencement of the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting, this form of proxy will be deemed to have been revoked.