



# 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 SPECIAL GENERAL MEETING

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of Pou Sheng International (Holdings) Limited (the "Company") to be held at Ballroom B, 2/F., The Langham, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on February 27, 2009, Friday at 10:30 a.m. or, if later, immediately following the adjournment or conclusion of the annual general meeting of the Company which is convened to be held at 10:00 a.m. for the same date and place

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** <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_,

or failing him/her the Chairman of the Meeting 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 at Ballroom B, 2/F., The Langham, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on February 27, 2009, Friday at 10:30 a.m. or, if later, immediately following the adjournment or conclusion of the annual general meeting of the Company which is convened to be held at 10:00 a.m. for the same date and place and at any adjournment thereof, for the purpose of considering and, if thought fit, with or without modifications, passing the Resolution 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 Resolution as hereunder indicated.

Please indicate with a "✓" in the box 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 discretion.

		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To approve the Yue Yuen Subscription Agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009

Shareholder's Signature: \_\_\_\_\_ <sup>(note 6)</sup>

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. Please 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.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX BELOW THE BOX MARKED "AGAINST". Failure to tick either box 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.
5. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of 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 a 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 such form of proxy on behalf of the corporation without further evidence of the fact.
7. Where there are joint holders of any share, any one of such persons may vote at the Meeting either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint 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 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.
8. 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 Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours prior to the commencement of the Meeting.
9. 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.