



**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**

**Form for use by the shareholders at the annual general meeting (the "Meeting") of Pou Sheng International (Holdings) Limited (the "Company") to be held on Friday, 26 May 2017 at 10:00 a.m. or any adjournment thereof**

Number of Shares to which this Form of proxy relates <sup>(note 1)</sup>	
--	--

I/We <sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of ordinary shares of HK\$0.01 each (the "Shares") 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 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 26 May 2017 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 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, consider and adopt the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2016 (the "Year").		
2.	To approve the declaration of a final dividend of HK\$0.02 per share for the Year.		
3.	(a) To re-elect Mr. Lee, Shao-Wu as an executive director. (b) To re-elect Ms. Tsai Patty, Pei Chun as a non-executive director. (c) To re-elect Mr. Wu, Pan-Tsu as an executive director. (d) To authorise the board of directors of the Company (the "Board") to fix the directors' remuneration for the year ending 31 December 2017.		
4.	To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company to hold office until the conclusion of next annual general meeting and authorise the Board to fix its remuneration.		
5.	A. To grant a general mandate to the Board to issue, allot and deal with additional Shares not exceeding 20% of the issued Shares.* B. To grant a general mandate to the Board to repurchase Shares not exceeding 10% of the issued Shares.* C. To extend the general mandate granted under resolution number 5A by adding the number of Shares repurchased pursuant to the mandate granted under resolution number 5B.*		

\* The full text of the resolutions is set out in the notice of the Meeting, which is included in the circular dated 24 April 2017 despatched to the shareholders of the Company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

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

**Notes:**

- Please insert the number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of 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 branch share registrar and transfer office in Hong Kong, 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.