



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

IN THE SUPREME COURT OF BERMUDA CIVIL JURISDICTION COMMERCIAL COURT 2018: NO. 30
IN THE MATTER OF POU SHENG INTERNATIONAL (HOLDINGS) LIMITED
AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

FORM OF PROXY

Form for use by the Scheme Shareholders (as defined in the Scheme mentioned below) at the Court Meeting (as defined in the Scheme mentioned below) of Pou Sheng International (Holdings) Limited (the "Company") to be held on Monday, April 9, 2018 at 9:30 a.m. or any adjournment thereof

Number of Shares to which this Form of proxy relates ^(note 1)	
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I/We ^(note 2) _____

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 Court Meeting ^(note 3) or _____

of _____

as my/our proxy to attend the Court Meeting of the Scheme Shareholders convened at the direction of the Supreme Court of Bermuda to be held at Centenary Room III, G/F, Marco Polo Hongkong Hotel, 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, April 9, 2018 at 9:30 a.m. (Hong Kong time) and any adjournment thereof for the purpose of considering and, if thought fit, approving (with or without modifications) the scheme of arrangement referred to in the notice convening the Court Meeting (the "Scheme") and at such Court Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) for the Scheme (with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated.

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

FOR the Scheme ^(note 4)	AGAINST the Scheme ^(note 4)

Dated this _____ day of _____ 2018 Scheme Shareholder's Signature: _____ ^(note 6)

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**. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the Court Meeting is preferred, please delete the words "the Chairman of the Court 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 Court Meeting will act as your proxy. A proxy need not be a shareholder of the Company, but must attend the Court Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "AGAINST THE SCHEME". YOU MUST VOTE ALL OF THE SCHEME SHARES REGISTERED IN YOUR NAME(S) EITHER FOR THE SCHEME OR AGAINST THE SCHEME, BUT NOT SOME FOR THE SCHEME AND SOME AGAINST THE SCHEME. 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 COURT MEETING OTHER THAN THAT REFERRED TO IN THE NOTICE OF THE COURT MEETING OR ABSTAIN.**
- IMPORTANT: EACH HOLDER OF SCHEME SHARES IS ONLY ENTITLED TO SUBMIT ONE PROXY FORM FOR THE COURT MEETING. IF MORE THAN ONE PROXY FORM FOR THE COURT MEETING IS SUBMITTED BY A HOLDER OF SCHEME SHARES AND THE VOTING INSTRUCTIONS REQUIRE THE PROXIES TO VOTE BOTH FOR AND AGAINST THE SCHEME, THE PROXY FORMS WILL NOT BE ACCEPTED. IF MORE THAN ONE PROXY FORM FOR THE COURT MEETING IS SUBMITTED BY A HOLDER OF SCHEME SHARES AND THE VOTING INSTRUCTIONS REQUIRE THE PROXIES TO VOTE EITHER FOR OR AGAINST THE SCHEME BUT NOT BOTH FOR AND AGAINST THE SCHEME, THE CHAIRMAN SHALL HAVE ABSOLUTE DISCRETION AS TO WHETHER OR NOT TO ACCEPT THOSE PROXY FORMS.**
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Where there are joint registered holders of any Share, any one of such persons may vote at the Court 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 Court 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 before the time fixed for holding the Court Meeting (i.e. not later than 9:30 a.m. (Hong Kong time) on Saturday, April 7, 2018) or any adjournment thereof. However, if this form of proxy is not so lodged it may be handed to the Chairman of the Court Meeting at the Court Meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Court Meeting if you so wish. In such event, this form of proxy will be deemed to be revoked.