



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 special general meeting (the "Meeting") of Pou Sheng International (Holdings) Limited (the "Company") to be held on Monday, April 9, 2018 at 10:00 a.m. (or immediately after the Court Meeting as defined in the Scheme (set out in the scheme document of which the notice of the Meeting forms part) convened at the direction of the Supreme Court of Bermuda at the same place and on the same day shall have been concluded or adjourned, whichever is the later) 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 Meeting ^(note 3) or _____

of _____

as my/our proxy to attend the Meeting of the Company 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 10:00 a.m. (or immediately after the Court Meeting as defined in the Scheme (set out in the scheme document of which the notice of the Meeting forms part) convened at the direction of the Supreme Court of Bermuda at the same place and on the same day shall have been concluded or adjourned, whichever is the later), and at any adjournment thereof for the purpose of considering and, if thought fit, 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 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.

SPECIAL RESOLUTION*		FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>(a) To approve the issue of one share at par to the Offeror (as defined in the Scheme, which is set out in the scheme document of which the notice of the Meeting forms part) or its designated wholly-owned subsidiary and, forthwith upon such issue of share, the reduction of the Company's issued share capital by cancelling and extinguishing the Scheme Shares (as defined in the Scheme).</p> <p>(b) To approve the issue of New Shares (as defined in the Scheme) to the Offeror or its designated wholly-owned subsidiary(ies).</p> <p>(c) To approve that the Company shall apply the credit arising in its books of account as a result of the reduction of share capital referred to in (a) above in paying-up in full at par the New Shares referred to in (b) above.</p> <p>(d) To authorize any one of the directors of the Company to do all acts and things as considered by him to be necessary or desirable in connection with the completion of the Scheme.</p>		

* The full text of the resolution is set out in the notice of the Meeting, which is included in the Scheme Document dated March 12, 2018 dispatched to the shareholders of the Company.

Dated this _____ day of _____ 2018 Shareholder's Signature: _____ ^(note 5)

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 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 your proxy. A proxy need not be a shareholder of the Company, but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") 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 (or abstain) at his/her/its discretion on any resolution properly put to the Meeting other than that referred to in the notice of the Meeting. **IF YOU WISH TO VOTE PART OF YOUR SHARES FOR AND PART OF YOUR SHARES AGAINST THE RESOLUTION, PLEASE INSERT THE NUMBER OF SHARES IN THE RELEVANT BOX.**
- 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 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 before the time fixed for holding the Meeting (i.e. not later than 10:00 a.m. (Hong Kong time) on Saturday, April 7, 2018) 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 such event, this form of proxy will be deemed to be revoked.