



KONG SUN HOLDINGS LIMITED

江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 JULY 2014 AND ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares ("Shares") in Kong Sun Holdings Limited (the "Company"), HEREBY APPOINT the chairman of the meeting, or³ _____
of _____
or failing him/her _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 37/F, Cosco Tower, 183 Queen's Road Central, Hong Kong on 28 July 2014 at 11:00 a.m. (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1	To approve, confirm and ratify the agreement dated 28 May 2014 (the "Agreement") entered into between the Company and Pohua JT Private Equity Fund L.P., to authorise the allotment and issue of the Subscription Shares (as defined in the circular of the Company dated 11 July 2014), and to authorize any one or more directors of the Company to allot and issue the Subscription Shares and to do all such acts and things as they consider necessary for giving effect to the Agreement and the transactions contemplated thereunder.		
2	To approve the Whitewash Waiver (as defined in the circular of the Company dated 11 July 2014).		

Signature⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please strike out "the chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, please tick in the box marked "For". If you wish to vote against a resolution, please tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order 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 notarially certified copy of such power or authority, must be deposited with the share registrar and transfer office of the Company, 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 appointed for holding of the Meeting or any adjourned meeting thereof (as the case may be).
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.