



VSC万顺昌

VAN SHUNG CHONG HOLDINGS LIMITED

Website: <http://www.vschk.com>
(Incorporated in Bermuda with limited liability)
(Stock Code: 1001)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of proxy for use at the special general meeting (“SGM”) of Van Shung Chong Holdings Limited (the “Company”) to be held at Rooms 4903-7, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on Wednesday, 12 November 2014 at 10:30 a.m. or at any adjournment thereof

I/We¹ _____ of _____

being the registered holder(s) of _____² shares of HK\$0.10 each (the “Shares”) in the share capital of the Company **HEREBY APPOINT**³ _____ of _____ or failing him, the Chairman of the SGM as my/our proxy to attend and vote for me/us on my/our behalf at the SGM to be held at Rooms 4903-7, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, on Wednesday, 12 November 2014 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening the SGM (the “**Notice of SGM**”) and at such SGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁴	Against ⁴
1.	To: <ul style="list-style-type: none"> (a) approve the issue of Offer Shares to the Qualifying Shareholders whose name appears on the register of members of the Company on the Record Date other than the Excluded Shareholders on the basis of one Offer Share for every two Shares held on the Record Date and on and subject to such terms and conditions as may be determined; (b) authorise any one Director to allot and issue the Offer Shares pursuant to or in connected with the Open Offer and to make such exclusion or other arrangements in relation to the Excluded Shareholders as they deem necessary or expedient; (c) approve, confirm and ratify the Underwriting Agreement and the transactions contemplated thereunder; (d) approve the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer as referred to in Rule 7.26A of the Listing Rules; and (e) authorise any one Director to sign and execute such documents and do all such acts and things incidental to the Open Offer or as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder. 		
2.	To approve the Whitewash Waiver and all of the terms set out therein.		

Dated this _____ day of _____ 2014 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the SGM is preferred, please strike out the words “or failing him, the Chairman of the SGM” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”; IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box of the resolution will entitle your proxy to cast your vote at his own discretion in respect of the resolution. Your proxy will also be entitled to vote at his own discretion on any resolutions properly put to the SGM other than those referred to in the Notice of SGM.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with any 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 at the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- In case of joint holders of a Share, the vote of the person whose name stands first on the register of members in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the SGM if you so wish.
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.