



# SHENZHOU INTERNATIONAL GROUP HOLDINGS LIMITED

(申洲國際集團控股有限公司\*)

(incorporated in the Cayman Islands with limited liability)

(stock code: 2313)

## PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 7th Floor, Office Building, No. 18 Yongjiang Road, Economic Technical Development Zone, Beilun District, Ningbo City, Zhejiang Province, the People's Republic of China ("PRC") on Thursday, 28 May 2015 at 10:00 a.m. (or any adjournment thereof).

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.10 each of  
Shenzhou International Group Holdings Limited (the "Company") hereby appoint the Chairman of the annual general meeting (the "Meeting") of the  
Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at 7th Floor, Office Building, No. 18 Yongjiang Road, Economic Technical Development Zone, Beilun District, Ningbo City, Zhejiang Province, the PRC on Thursday, 28 May 2015 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

	ORDINARY RESOLUTIONS	FOR	AGAINST <sup>4</sup>
1.	To receive and consider the consolidated audited financial statements and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2014.		
2.	To approve and declare the payment of a final dividend (including a special dividend) for the year ended 31 December 2014.		
3.	To re-elect Mr. Huang Guanlin as an executive director of the Company.		
4.	To re-elect Mr. Ma Renhe as an executive director of the Company.		
5.	To re-elect Ms. Zheng Miaohui as an executive director of the Company.		
6.	To re-elect Mr. Qiu Weiguo as an independent non-executive director of the Company.		
7.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors.		
8.	To re-appoint Ernst & Young as the Company's auditors and to authorise the Board to fix their remuneration.		
9.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares.		
10.	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
11.	To add the nominal value of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 9.		

Dated \_\_\_\_\_

Shareholder's signature \_\_\_\_\_ <sup>(notes e, f, g, h and i)</sup>

### Notes:

- Full name(s) and address(es) are 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 the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but with no direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so 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 offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited a 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

\* For identification purposes only