



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 Thursday, 26 November 2015 at 2:00 p.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 Thursday, 26 November 2015 at 2:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the 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 resolutions as indicated below, and if no such indication is given, as my/our proxy thinks fit.

		For ⁴	Against ⁴
1.	Ordinary Resolution To approve, confirm and ratify the Framework Agreement (as defined in the circular of the Company dated 28 October 2015 (the “Circular”)), entered into between Shanghai Xinshi and Shanghai Electric (both as defined in the Circular) in relation to the Acquisition (as defined in the Circular) and the transactions contemplated thereunder; and authorise any director of the Company to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Framework Agreement.		
2.	Special Resolution Subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, to approve the change of the English name of the Company from “Van Shung Chong Holdings Limited” to “Hong Kong Shanghai Alliance Holdings Limited” and the adoption of the Chinese name of “滙港聯合控股有限公司” as the secondary name of the Company with effect from the date of entry of the new English name and the secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda, and to authorise any one director of the Company to execute all such documents or do all such deeds, acts, matters and things as may be required, necessary, appropriate or expedient for the purpose of or in connection with the implementation of or to give effect to the aforesaid and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2015 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 share registrar, Computershare Hong Kong Investor Services Limited at 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 (as the case may be).
- In case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or in proxy, the vote of the person whose name stands first on the register of members of the Company 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. If the relevant member attends the SGM, this form of proxy shall be deemed to be revoked.
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.