



SHUN TAK HOLDINGS LIMITED

信德集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 242)

Website: <http://www.shuntakgroup.com>

**Proxy Form for Extraordinary General Meeting on Tuesday, 26 May 2009 at
12:15 p.m. (or soon thereafter as the annual general meeting of the Company convened at
12:00 noon on the same day and place shall have concluded or adjourned)
(or any adjournment thereof)**

I/We¹ _____
of _____
being the registered holder(s) of _____ share(s)²
of Shun Tak Holdings Limited (the "Company") **HEREBY APPOINT**³ the Chairman of the meeting
(who represents _____ shares held by me/us) and/or _____
of _____
(who represents _____ shares held by me/us) and/or _____
of _____

(who represents _____ shares held by me/us) as my/our proxy/proxies⁴ to act for me/us at the extraordinary general meeting of the Company to be held at the Golden Restaurant, Macau Jockey Club (HK) Club House, 1st Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 26 May 2009 at 12:15 p.m. (or soon thereafter as the annual general meeting of the Company convened at 12:00 noon on the same day and place shall have concluded or adjourned) or at any adjournment thereof ("EGM") and at such meeting or adjournment, on a poll, to vote on my/our behalf and in my/our name(s) on the undermentioned resolutions as indicated:

	Ordinary resolution	FOR ⁵	AGAINST ⁵
1.	To approve the Disposal of Skamby ⁶ as set out in the notice convening the EGM		
	Special resolution		
2.	To approve the proposed Share Repurchase ⁶ as set out in the notice convening the EGM		

Dated this _____ day of _____ 2009 Signature(s)⁴ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name.
- If any proxy other than the Chairman of the meeting is preferred, strike out "the Chairman of the meeting" and insert the name and address of the proxy or proxies (up to a maximum of two) desired in the space provided. Any alteration made to this form of proxy must be initialed by the person who signs it. A proxy need not be a member of the Company. In the event that two persons (in addition to the Chairman of the meeting) are named as proxies and the words "the Chairman of the meeting" (and all references to shares in respect of which he shall have been appointed) are not deleted, the Chairman shall be deemed to have been deleted.
- If you appoint more than one proxy to represent you, please also insert the number of shares which each proxy represents and the name of the proxy. If you fail to specify the number of shares which each proxy represents and/or the name of the voting proxy, then, subject to the Chairman's decision at his absolute discretion, you shall be deemed to have appointed the first-named proxy (including the Chairman of the meeting, but subject to Note 3 above) as your voting proxy and that such first-named proxy shall represent all the shares held by you. If you are appointing only one proxy, then you are not required to state the number of shares which that proxy represents and, in such case, the number of shares represented shall be all the shares registered in your name(s).
- Important: If you wish to vote for a resolution, place a "X" in the box marked "FOR". If you wish to vote against a resolution, place a "X" in the box marked "AGAINST".** Failure to complete the boxes will entitle your proxy to cast your vote at his discretion.
- Please refer to the circular of the Company dated 24 April 2009 and the notice convening the EGM for the definitions of these terms.
- 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 or attorney duly authorised.
- If more than one of the joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
- In order 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 thereof, must be deposited at the registered office of the Company, Penthouse, 39th Floor, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting.
- Completion and return of this form will not preclude you from attending and voting in person at the EGM if you wish to do so.