



SHUN HO RESOURCES HOLDINGS LIMITED

(順豪資源集團有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code : 253)

SECOND PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
shares of the Company, **HEREBY APPOINT** Mr. William CHENG Kai Man, or failing him Mr. Albert HUI Wing Ho, both of 3rd Floor, Shun Ho Tower,
24-30 Ice House Street, Central, Hong Kong or ^(note 3&4) _____
of _____
or failing him the duly appointed Chairman of the Meeting to act as my/our proxy at the Annual General Meeting of the Company to be held at 3rd Floor,
Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, the 18th day of June, 2014 at 11:00 a.m. and at any adjournment thereof
and on a poll to vote on my/our behalf in respect of resolutions proposed under the numbered items in the Notice of Annual General Meeting and
Supplemental Notice of Annual General Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)
1.	To receive and consider the audited Financial Statements for the year ended 31st December, 2013 together with the Report of the Directors and the Independent Auditor's Report thereon.		
2.	(a) (i) To re-elect Mr. William CHENG Kai Man as Director.		
	(ii) To re-elect Mr. HUI Kin Hing as Director.		
	(b) To authorise the Board to fix the remuneration of the Directors.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and authorise the Board to fix their remuneration.		
4.	Ordinary Resolution No. 4 (to approve a general mandate to be given to Directors to buy back shares) as more fully described in the notice of the Annual General Meeting.		
5.	Ordinary Resolution No. 5 (to approve the reduction of maximum limit of shares to be issued upon exercise of all options granted under the Magnificent Employee Share Option Scheme) as more fully described in the supplemental notice of the Annual General Meeting.		

Dated _____ 2014

Signature ^(note 6) _____

Note:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s). If a smaller number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him and a proxy so appointed shall also have the same rights as the member to speak at the meeting. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- If any proxy other than those named is preferred, strike out the names and address herein inserted 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.**
- IMPORTANT : IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 executed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this second proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrars, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrars.

IMPORTANT : A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE ANNUAL GENERAL MEETING DATED 28 APRIL 2014 (THE "FIRST PROXY FORM") SHOULD NOTE THAT:

- If a Shareholder has only lodged the First Proxy Form but not the Second Proxy Form with the Share Registrars of the Company, it will be deemed that the voting preference of the Shareholder as indicated in the First Proxy Form shall be the same to the Second Proxy Form as if it was lodged. If no such voting preference is indicated in the First Proxy Form and as far as the New Additional Resolution is concerned, the proxy so appointed by the Shareholder will be entitled to vote at his/her/its discretion or to abstain from voting on any resolution properly put to the AGM set out in the AGM Notice, as supplemented by the supplemental notice of the AGM;
- If the Second Proxy Form is lodged with the Share Registrars of the Company before the Closing Time, the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him/her/it; or
- If the Second Proxy Form is lodged with the Share Registrars of the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Second Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Second Proxy Form was lodged with the Share Registrars of the Company.