



LUEN THAI HOLDINGS LIMITED

聯泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

PROXY FORM

Form of proxy for use at the Extraordinary General Meeting to be held on Saturday, 31 December 2016 and any adjournment thereof

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.01 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____
as my/our proxy to act for me/us at the Extraordinary General Meeting (the "Meeting") of the Company to be held at **the Boardroom, 5th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong** on Saturday, 31 December 2016 at 10:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at such Meeting (and 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. Capitalised terms used in this form shall have the meanings as defined in the circular of the Company dated 14 December 2016, unless otherwise specified.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	(a) the Disposal Agreement and the Possible CCT and the respective transactions contemplated thereunder as special deals under the Takeovers Code in relation to the Offer be and are hereby approved, confirmed and ratified; and		
	(b) the Directors be and are hereby generally and unconditionally authorized to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the respective terms of, or the respective transactions contemplated under, the Disposal Agreement and the Possible CCT and to agree to such variation, amendment or waiver or matter relating thereto as are, in the opinion of the Directors, not of a material nature and in the interests of the Company and its shareholders as whole.		
2.	(a) the Disposal Agreement and the transactions contemplated thereunder as major transaction of the Company under Chapter 14 of the Listing Rules and as a connected transaction of the Company under Chapter 14A of the Listing Rules be and are hereby approved, confirmed and ratified, regardless of whether the ordinary resolution (1) as set out above is approved; and		
	(b) the Directors be and are hereby generally and unconditionally authorized to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the terms of, or the transactions contemplated under the Disposal Agreement and to agree to such variation, amendment or waiver or matter relating thereto as are, in the opinion of the Directors, not of a material nature and in the interests of the Company and its shareholders as whole.		
3.	Subject to the Disposal Completion having taken place, the Disposal Special Dividend of HK\$0.82 per Share, to be distributed and paid in cash to the Shareholders whose names are registered on the register of members of the Company on Disposal Special Dividend Record Date be distributed and paid in cash; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.		
4.	Subject to the Offer having been made and declared to be unconditional, the Offer Special Dividend of HK\$0.749 per Share, to be distributed and paid in cash to the Shareholders whose names are registered on the register of members of the Company on Offer Special Dividend Record Date be distributed and paid in cash; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.		

Dated this _____ day of _____, 2016

Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING or**" here 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.** A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either of the boxes in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his discretion or abstain. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney authorized 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 authorized.
6. To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof must be deposited at **Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong** not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
8. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.