



銀仕來

Silverman Holdings Limited

銀仕來控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1616)

FORM OF PROXY

Form of proxy for use by shareholders at the general meeting of Silverman Holdings Limited (the “Company”) to be convened and held at 2:00 p.m. on 6 February 2017 at Building A10, 50 Anjialou, Chaoyang District, Beijing, the People’s Republic of China.

I/We (note a) _____
of _____

being the holder(s) of _____ (note b) shares of US\$0.01 each of the Company hereby appoint
the Chairman of the meeting or (note c) _____
of _____

to act as my/our proxy (note c) at the general meeting of the Company to be held at 2:00 p.m. on 6 February 2017 at Building A10, 50 Anjialou, Chaoyang District, Beijing, the People’s Republic of China and at any adjournment thereof (as the case maybe) 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 (note d).

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 17 January 2017 unless the context requires otherwise.

ORDINARY RESOLUTION		FOR	AGAINST
1.	<p>To consider, and if thought fit, to approve: THAT:</p> <p>(a) the subscription agreement dated 21 December 2016 entered into between the Company and Dragon Investment Advisory Company Limited (the “Subscriber”) in relation to the issue of the unlisted bonds in an aggregate principal amount of HK\$300,000,000 (the “Bonds”) by the Company to the Subscriber and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Bonds at the conversion price of the Bonds (subject to adjustments in accordance with the terms of the Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the conversion rights attached to the Bonds following adjustments to the conversion price of the Bonds); and</p> <p>(c) any one or more directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient in connection with (1) the performance of the rights and/or obligations under the Subscription Agreement and in accordance with the terms of the Bonds and (2) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Bonds at the conversion price of the Bonds (subject to adjustments in accordance with the terms of the Bonds).</p>		
2.	<p>THAT, each as a separate resolution:</p> <p>(a) Mr. He Han be and is hereby re-elected as an executive director of the Company; and</p> <p>(b) Mr. Tan Bin be and is hereby re-elected as an executive director of the Company.</p>		

Dated this _____ day of _____ 2017

Shareholder’s signature _____ (notes e, f, g, h and i)

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 but must attend the meeting in person to represent you. 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 meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that 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.
- This form of proxy must be signed by a member of the Company, or his attorney duly authorised in writing, or if the member is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person so authorised.
- In order to be valid, the form of proxy together with the 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 with the branch share registrars of the Company in Hong Kong, Tricor Investor Services 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 thereof (as the case may be).
- Any alteration made to this form of proxy 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 (as the case maybe) if you so wish.