



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

FOR USE AT EXTRAORDINARY GENERAL MEETING TO BE HELD ON 27 April 2016

I/We (Name) _____ (Block capitals, please)
 of (Address) _____ being the holder(s) of
 _____ (see Note 1) shares of US\$0.01 each in the capital of Silverman Holdings Limited (the "Company") hereby appoint
 (Name) _____ of
 (Address) _____ or failing him/her
 (Name) _____ of
 (Address) _____

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 2:00 p.m. on Wednesday, 27 April 2016 at 3/F, Business Center, Four Seasons Hotel, 48 Liang Ma Qiao Road, Chaoyang District, Beijing, the PRC, and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For (see Note 3)	Against (see Note 3)
1.	(a) to consider and approve the conditional placing agreement dated 4 February 2016 (the "Share Placing Agreement") and entered into between the Company as issuer and Guotai Junan Securities (Hong Kong) Limited (the "Placing Agent") as placing agent in relation to the placing of up to 320,000,000 new shares (the "Placing Share(s)") of USD0.01 each in the share capital of the Company in accordance with the terms and conditions of the Share Placing Agreement at the Placing Price of no less than HK\$2.50 per Placing Share and the transactions contemplated thereunder;		
	(b) to approve the allotment and issue of the Placing Shares to the relevant placee(s) in accordance with the terms and conditions of the Share Placing Agreement be and are hereby approved and the board (the "Board") of directors (the "Director(s)") of the Company be and is hereby granted with a specific mandate to allot and issue the Placing Shares to the relevant placee(s), conditional upon, among others, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of, and permission to deal in, the Placing Shares to be allotted and issued under the Share Placing Agreement; and		
	(c) to approve any one Director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Share Placing Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the allotment and issue of the Placing Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.		
2.	To re-elect the following persons as Directors:	For (see Note 3)	Against (see Note 3)
	(a) Ms. Chen Chen, as an executive Director;		
	(b) Mr. Pan Hongye, as an independent non-executive Director;		
	(c) Mr. Gao Gordon Xia, as an independent non-executive Director.		

Dated this _____ day of _____, 2016

Signature(s) _____ (see Note 5)

Notes:

- 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 member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting. There are three subresolutions in each of resolutions No. 1 and No. 2.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, 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 being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- In order to be valid, this 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 of attorney authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy needs not be a shareholder of the Company.