



銀仕來

銀仕來控股有限公司

**Silverman Holdings Limited**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1616)

**FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING TO BE HELD ON 17 JUNE 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 Annual General  
Meeting of the Company to be held at the conference hall of Building A10, No. 50 Anjialou, Chaoyang District, Beijing, the People's  
Republic of China on Friday, 17 June 2016 at 10:00 a.m., 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.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditors of the Company for the year ended 31 December 2015.		
2.	(a) To re-elect the following persons as Directors:	For (see Note 3)	Against (see Note 3)
	(i) Mr. LIU Dong, as an executive Director		
	(ii) Ms. CHEN Chen, as an executive Director		
	(iii) Mr. PAN Hongye, as an independent non-executive Director		
	(iv) Mr. GAO Gordon Xia, as an independent non-executive Director		
	(b) To authorise the board of Directors of the Company (the "Board") to fix their remuneration.		
3.	To re-appoint KPMG Certified Public Accountants as the auditors of the Company and authorise the Board to fix their remuneration.		
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of shares of the Company in issue at the date of passing of the resolution.		
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the total number of shares of the Company in issue at the date of passing of the resolution.		
	(C) To extend the authority given to the Directors pursuant to ordinary resolution no. 4(A) to issue shares by adding the number of shares repurchased under ordinary resolution no. 4(B).		

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.
- 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.