



S T A R L I T E
HOLDINGS LIMITED

星光集團有限公司*
A Member of the Starlite Group

(Incorporated in Bermuda with limited liability)

(Stock Code: 403)

**Proxy Form for Special General Meeting
to be held on 15th August, 2012**

I/We⁽¹⁾ _____
of _____
being the registered holder(s) _____ of share(s)⁽²⁾ of HK\$0.10 each in the capital of Starlite Holdings Limited (the "Company") HEREBY APPOINT ⁽³⁾ THE CHAIRMAN OF THE MEETING, or failing him _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting (or any adjournment thereof) of the Company to be held at Regal Oriental Hotel, 1st Floor, Conference Room II, 30-38 Sa Po Road, Kowloon City, Hong Kong on Wednesday, 15th August, 2012 at 4:30 p.m. (or so soon thereafter the Annual General Meeting of the Company convened for 4:00p.m. on the same date and place shall have been concluded) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary resolutions		For	Against
(i)	To approve the termination of the Existing Scheme.		
(ii)	To approve and adopt the New Scheme.		

Dated this _____ day of, _____ 2012 Signature(s)⁽⁶⁾ _____

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). 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 of the meeting is preferred, delete the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST". Failure to tick a 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 the notice convening the meeting.
5. 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 or authority, must be deposited at the Company's head office and principal place of business in Hong Kong at 3rd Floor, Perfect Industrial Building, 31 Tai Yau Street, Sanpokong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. This form of proxy must be signed by you or your attorney, duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, personally or by proxy, that one of the said persons to present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish and, in such event, this proxy form shall be deemed to be revoked.

* For identification purpose only