



SUNDART INTERNATIONAL HOLDINGS LIMITED

承達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2288)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

I/We (Note 1), _____
of _____,
being the registered holder(s) of _____ shares (Note 2) of HK\$0.01 each in the share capital of **Sundart International Holdings Limited** 承達國際控股有限公司 (the “Company”) HEREBY APPOINT (Note 3) _____
of _____

or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (the “Meeting”) of the Company to be held at Victoria and Chater Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 16 September 2010, Thursday at 3:45p.m. (or so soon thereafter as the annual general meeting of the Company convened for the same date and place at 2:30 p.m. shall have been concluded or adjourned) and at every adjournment thereof on the resolution set out in the notice convening the Meeting as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTION	FOR(Note 4)	AGAINST(Note 4)
To approve the sale and purchase agreement (the “ Sale and Purchase Agreement ”) dated 13 August 2010 entered into between Sundart Products Group Limited as vendor, Sundart Products Limited as purchaser and Mr. Leung Kai Ming as vendor’s guarantor in relation to the sale and purchase of the Sale Shares and the Sale Loan (as defined in the circular of the Company dated 30 August 2010, and to authorise the directors of the Company to do all such acts and things and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement or the transactions contemplated thereunder and all other matters incidental hereto for and on behalf of the Company, including but not limited to agreeing to any amendments to the terms of the Sale and Purchase Agreement which in the opinion of the directors of the Company are in the interests of the Company and the shareholders of the Company as a whole.		

Dated this _____ day of _____ 2010 Signed (Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
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 capital of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in BLOCK CAPITALS. If not completed, the Chairman of the Meeting will act as your proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than the resolution set out in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. In the case of joint holders, the vote(s) of the senior holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) 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 of the Company in respect of the joint holding.
7. 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 certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjournment 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 delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.