



# SCHRAMM HOLDING AG

## 星亮控股股份公司\*

(A joint stock company incorporated under the laws of Germany)

(Stock Code: 955)

### PROXY FORM FOR 2010 ANNUAL GENERAL MEETING (or any adjournment thereof)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)  
(Note 2) of €1.00 each in the share capital of Schramm Holding AG (the "Company"), HEREBY AUTHORISE

\_\_\_\_\_ of \_\_\_\_\_  
or the persons nominated by the Company, Mr. Raphael Won-Pil Suh and Mr. Hans-Peter Röhrich (Note 3), as my/our proxy/proxies to attend the annual general meeting (or any adjournment thereof) of the Company (the "Annual General Meeting") to be held at Norton Rose LLP, Theatinerstrasse 11, 80333 Munich, Germany at 8:00 a.m. (Central European Summer Time) on 11 June 2010 or at the venue in Hong Kong at Fountains Room 1-2, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong where the Annual General Meeting can be viewed live at 2:00 p.m. (Hong Kong time) on 11 June 2010 and at such meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit (as the case may be) (Note 4).

I wish to cast my vote entirely in favour of the proposals made by the Management Board (the "Management Board") and the Supervisory Board (the "Supervisory Board") of the Company (i.e. to vote for all the resolutions). (Note 5)

OR

I wish to cast my vote according to the following instructions (Note 5):

	Items of the Agenda (Note 6)	For (Note 7)	Against (Note 7)
1.	Presentation of the Report of the Supervisory Board for the business year ending 31 December 2009.	No vote is required	
2.	Presentation of the confirmed annual financial statements, the approved consolidated financial statements and the group report for Schramm Holding AG as well as the proposal of the management board for the appropriation of the net profit for the business year ending 31 December 2009.	No vote is required	
3.	Resolution on the appropriation of the net profit of Schramm Holding AG and on the payment of a dividend for the year ending 31 December 2009.		
4.	Resolution on the ratification of the actions of the members of the Management Board.		
5.	Resolution on the ratification of the actions of the members of the Supervisory Board.		
6.	Resolution on the election of Mr. Bang Seon KO as a new member of the Supervisory Board ( <i>independent supervisor</i> ).		
7.	Resolution on the election of Mr. Min Koo SOHN as a new member of the Supervisory Board.		
8.	Resolution on the appointment of auditors for the audit of the annual and the consolidated financial statements and for the review of any interim financial statements and any reports.		
9.	Resolution on the appointment of auditors for the audit of the annual and the consolidated financial statements according to the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.		
10.	Resolution on the approval of the election of Mr. Kyung Hwan YEO as a member of the Management Board and the Chief Financial Officer of Schramm Holding AG.		
11.	Resolution on the approval of the remuneration system for the members of the Management Board.		

	<b>Items of the Agenda (Note 6)</b>	<b>For (Note 7)</b>	<b>Against (Note 7)</b>
12.	Resolution on the creation of a new Authorised Capital 2010/II.		
13.	Resolution on amendment to the Articles of Association for the creation of a new Authorised Capital 2010/II.		
14.	Resolution on amendment to the Articles of Association on the use of the English language in all general meetings.		
15.	Resolution on amendment to the Articles of Association on the limitation of the shareholders' right to speak and ask questions at general meetings.		
16.	Resolution on the amendment to the Articles of Association with regard to the cancellation of the requirement of application prior to the Annual General Meeting and with regard to the closure of the share register beginning at the third market day prior to the day of the Annual General Meeting until and including the end of the Annual General Meeting.		
17.	Resolution on amendment to the Articles of Association for the adjustment of the remuneration of the Supervisory Board members with retrospective effect as of 01 January 2010.		
18.	Resolution on the authorisation to acquire own shares and to cancel the acquired own shares (general mandate to repurchase share capital of Schramm Holding AG according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited).		

Dated the day of \_\_\_\_\_ 2010

Shareholder's Signature (Note 8): \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
  - Please insert the number of shares of €1.00 each 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).
  - If any proxy other than the persons nominated by the Company is preferred, please strike out the words "or the persons nominated by the Company, Mr. Raphael Won-Pil Suh and Mr. Hans-Peter Röhrich" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company.
  - If the proxy is any of the persons nominated by the Company, credit institution(s) (as defined in the German stock corporation act) or professional agent(s) (as defined in the German stock corporation act), the proxy is not allowed to cast the vote in his sole discretion. Failure to give a clear indication as to how to cast the vote will result in no vote on the relevant resolution.  
If the proxy is not the persons nominated by the Company, credit institution(s) (as defined in the German stock corporation act) nor professional agent(s) (as defined in the German stock corporation act), failure to give a clear indication as to how to cast the vote will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the meeting other than those resolutions referred to above.  
According to the German stock corporation act, credit institutions are entities that professionally perform banking services and professional agents are agents who operate for shareholders' associations or persons who professionally offer shareholders their services in exercising voting rights at the shareholders' meetings.
  - Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast.
  - The description of the resolutions is by way of summary only. The full text appears in the Invitation to the Annual General Meeting.
  - IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK ("√") IN THE RELEVANT BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK ("√") IN THE RELEVANT BOXES MARKED "AGAINST".** If the proxy is any of the persons nominated by the Company, credit institution(s) (as defined in the German stock corporation act) or professional agent(s) (as defined in the German stock corporation act), the proxy is not allowed to cast the vote in his sole discretion. Failure to tick a box will result in no vote on the relevant resolution. If the proxy is not the persons nominated by the Company, credit institution(s) (as defined in the German stock corporation act) nor professional agent(s) (as defined in the German stock corporation act), failure to tick a box will entitle your proxy to cast your vote at his discretion.
  - This form of proxy must be signed personally by you in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer. Please note to entirely fill out this form. In the case of joint holders of a share, all the joint holders have to sign the form in writing.
  - To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or sent to the E-mail address of the Company at [shareholder@schramm-holding.de](mailto:shareholder@schramm-holding.de) not later than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 8:00 a.m. (Central European Summer Time) on 9 June 2010/2:00 p.m. (Hong Kong time) on 9 June 2010) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending the Annual General Meeting in Munich, Germany and vote in person, or viewing the Annual General Meeting at the Hong Kong venue and vote in person. In such event, his form of proxy will be deemed to have been revoked.
  - In the case of joint holders of a share, the joint holders can only vote through a joint representative who has been granted a proxy by the joint holders or whose authority to represent the joint holders is based on legal statutes. The proxy can either be one of the joint holders or a third party.
  - Any vote in respect of the resolutions to be put forward for consideration at the Annual General Meeting will be taken by poll.
  - The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you. The Annual General Meeting is expected to last for half a day. Shareholders or persons attending the Annual General Meeting to be held in Munich, Germany shall be responsible for their own travel and accommodation expenses.
  - The Annual General Meeting can be viewed live in Hong Kong at Fountains Room 1-2, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 2:00 p.m. (Hong Kong time) on 11 June 2010.
  - Any alteration made to this form of proxy must be initialled by the person who signs it.
- \* for identification purposes only