



# 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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 SEPTEMBER 2011 (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, Dr. 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 "Extraordinary General Meeting") to be held at venue in Norton Rose LLP, Theatinerstrasse 11, 80333 Munich, Germany at 9:00 a.m (Central European Summer Time) on Wednesday, 21 September 2011 or at the venue in Hong Kong at Fountains Room 1-2, LG/F, Hotel Nikko Hongkong, 72 Moody Road, Tsimshatsui East, Kowloon, Hong Kong where the Extraordinary General Meeting can be viewed live at 3:00 p.m. (Hong Kong time) on 21 September 2011 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). Capitalised terms in this proxy form shall have the same meanings as defined in the invitation to the Company dated 19 August 2011 unless otherwise defined.

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.	Resolution on the acquisition of SSCP's Korean coating business by Salvador AG by entering into the Sale and Purchase Agreement of the Coatings Business of SSCP Co., Ltd.		
2.	Resolution on the entering into the Re-enforced existing continuing connected transactions (Re-enforced CCT Arrangements):		
	(a) New Master Purchase Agreement		
	(b) New Toll Manufacturing Agreement		
	(c) New Technology User Rights Agreement		
	(d) New Technical Services Agreement		
3.	Resolution on the entering of the Disposal Agreement to effect the Crave-out Arrangement		
4.	Resolution on the entering of the KC Transaction		

Dated the day of \_\_\_\_\_, 2011

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, Dr. 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 but must attend the Extraordinary General Meeting in person to represent you. Shareholders or persons attending the Extraordinary General Meeting to be held in Munich, Germany shall be responsible for their own travel and accommodation expenses.
- 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 Extraordinary 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 info@schramm-holding.de not later than 9:00 a.m. (Central European Summer Time) on 19 September 2011/3:00 p.m. (Hong Kong time) on 19 September 2011 or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending the Extraordinary General Meeting in Munich, Germany and vote in person, or viewing the Extraordinary 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 Extraordinary General Meeting will be taken by poll.
- The Extraordinary General Meeting can be viewed live in Hong Kong at Fountains Room 1-2, LG/F, Hotel Nikko Hongkong, 72 Moody Road, Tsimshatsui East, Kowloon, Hong Kong at 3:00 p.m. (Hong Kong time) on 21 September 2011.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

\* for identification purpose only