



LAI FAI INTERNATIONAL HOLDINGS LIMITED

麗輝國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8183)

Form of proxy for use at the Annual General Meeting or any adjournment thereof

I/We¹ _____
of _____
being holder(s) of _____² shares of HK\$0.10 each in the capital of Lai Fai International Holdings Limited (the "Company"), HEREBY APPOINT the Chairman of the meeting³ or _____
of _____
as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company, to be held at the Rear Portion of G/F, Grandview Garden, 71-77 Pau Chung Street, Tokwawan, Kowloon, Hong Kong on Thursday, 24th March 2005 at 4:00 p.m. and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/ our name(s) in respect of the resolutions set out in the notice concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Resolutions		For ⁴	Against ⁴
1.	To receive and consider the audited consolidated Financial Statements of the Company and its subsidiaries together with the reports of the directors and auditors thereon for the year ended 31 December 2004.		
2.	(i) To re-elect Mr. Lee You as executive director.		
	(ii) To re-elect Mr. Che King Lun, Frankly and Mr. Ho Hou Chiu, William as independent non-executive directors.		
	(iii) To authorise the board of directors to fix the remuneration of directors.		
3.	To re-appoint auditors and authorise the board of directors to fix their remuneration.		
4.	To adopt ordinary resolution no.4 as set out in the Notice (to give a general mandate to the directors to issue shares in the Company).		
5.	To adopt ordinary resolution no.5 as set out in the Notice (to give a general mandate to the directors to repurchase shares in the Company).		
6.	To adopt ordinary resolution no.6 as set out in the Notice (to extend the general mandate to the directors to issue shares in the Company).		

Signature⁵ _____

Dated _____

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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out 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 INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either 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 that referred to in the notice convening the meeting.
5. Any shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
6. Where there are joint registered holders of any Share, any one such person may vote at the 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 the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect of the joint holding.
7. In order to be valid, the 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 delivered to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof.