



FU CHEONG INTERNATIONAL HOLDINGS LIMITED

富昌國際控股有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock code: 916)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 11:00 a.m. on Saturday, 22 May 2004 at Ailingkan Management District, Dalingshan Town, Dongguan, Guangdong Province, the People's Republic of China (or any adjournment thereof)

I/We (*note a*)
of
being the registered holder(s) of (*note b*) shares of HK\$0.01 each in the share capital of Fu Cheong International Holdings Limited (the "**Company**") hereby appoint the Chairman of the annual general meeting (the "**Meeting**") of the Company or
of
to act as my/our proxy (*note c*) at the Meeting to be held at 11:00 a.m. on Saturday, 22 May 2004 at Ailingkan Management District, Dalingshan Town, Dongguan, Guangdong Province, the People's Republic of China or at any adjournment thereof and to vote and act on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (*note d*).

	FOR	AGAINST
1. To receive and approve the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2003		
2. (a) To re-elect Ms Ho Marjorie and Mr Shum Man Wah as directors of the Company		
(b) To authorise the board of directors of the Company to fix the director's remuneration		
3. To re-appoint Lam, Kwok, Kwan & Cheng C.P.A. Limited as the Company's auditors and authorise the board of directors to fix their remuneration		
4. To approve the proposed alterations to the articles of association of the Company		
5. To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with Company's shares		
6. To grant a general mandate to the directors of the Company to repurchase the Company's shares		
7. To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors of the Company under resolution no. 5		

Dated this day of 2004

Shareholder's signature (*notes e, f, g and h*)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated.
- 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting (the "**Meeting**") of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first in the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 offices of the Company's Hong Kong branch registrar, Tengis Limited at 28th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.

* For identification purposes only