



RNA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 501)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD AT 9:00 A.M. ON THURSDAY, 9 SEPTEMBER 2004

I/We⁽¹⁾ _____ of _____
_____ being the registered holder(s) of⁽²⁾
_____ shares of HK\$0.001 each in the capital of RNA Holdings Limited (the “Company”),
hereby appoint the chairman of the Meeting or⁽³⁾ _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf in the manner indicated below, or if no such indication is given then to vote as my/our proxy thinks fit, at the special general meeting of the Company (and at any adjournment thereof) (the “Meeting”) to be held at 9:00 a.m. on Thursday, 9 September 2004 at 1st Floor, Cheung Fat Building, 7-9 Hill Road, Western District, Hong Kong or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in the notice convening the Meeting dated 16 August 2004.

SPECIAL RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
(1) To remove Messrs. Ernst & Young as auditors of the Company.		
ORDINARY RESOLUTION		
(2) To appoint Messrs. Ting Ho Kwan and Chan as auditors of the Company and to authorise the directors of the Company fix their remuneration.		

Signature(s)⁽⁵⁾: _____ Dated : _____ 2004

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company.
 - 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 of the Company registered in your name(s).
 - If any proxy other than the chairman of the Meeting is preferred, strike out the words “the chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. Your proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 - IMPORTANT:** If you wish to vote for the resolution, tick in the box marked “**For**”. If you wish to vote against the resolution, tick in the box marked “**Against**”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
 - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
 - In order to be valid, this form of proxy must be deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, at the branch registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting. Completion and return of this form of proxy will not preclude the member from attending the Meeting and voting in person, if he/she so wishes. In the event that a member having lodged this form of proxy attends the Meeting, his/her form of proxy will be deemed to have been revoked.
 - In the case of joint holders of a share, the vote of the senior 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 order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.