



# ALPHA GENERAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 73)

Form of proxy for use at the Special General Meeting of Alpha General (Holdings) Limited (the "Company") (and at any adjournment thereof) to be held at Aberdeen Room, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong, on Monday, 20 December 2004 at 10:30 a.m.

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.20 each in the capital of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or<sup>3</sup> \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the above Special General Meeting of the said Company (and at any adjournment thereof) as indicated below<sup>4</sup>.

	FOR	AGAINST
Special Resolution		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004      Signature(s)<sup>5</sup> \_\_\_\_\_

- Note:
1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL** .
  2. Please insert the number of shares registered in your name(s). If no number is inserted, the form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
  3. If any proxy other than the chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" here inserted 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 WHO SIGNS IT.**
  4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete any or all boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice convening the meeting.
  5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must under its common seal or under the hand of an officer or attorney duly authorised.
  6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
  7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited at the branch share registrars of the Company in Hong Kong, Secretaries Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
  8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.