



# ALPHA GENERAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 73)

## Form of Proxy for the Court Meeting

Form of proxy for use at the meeting (or at any adjournment thereof) of the holders (other than the Substantial Shareholders (as defined in the scheme of arrangement dated 26 November, 2004) of shares of HK\$0.20 each in the capital of Alpha General (Holdings) Limited (defined as "Scheme Shares") convened by the direction of the Supreme Court of Bermuda (the "Meeting")

IN THE SUPREME COURT OF BERMUDA

CIVIL JURISDICTION

2004: NO. 381

IN THE MATTER OF ALPHA GENERAL (HOLDINGS) LIMITED

AND

IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ Scheme Shares,  
- HEREBY APPOINT<sup>3</sup> the chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the Meeting convened by the direction of the Supreme Court of Bermuda (or at any adjournment thereof) of the holders of the Scheme Shares to be held at 10:00 a.m. on Monday, 20 December, 2004 at Aberdeen Room, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed between the Company and holders of the Scheme Shares (the "Scheme") and at such Meeting (or at any adjournment thereof) to vote<sup>4</sup> for me/us and in my/our name(s) of the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

For the Scheme <sup>5</sup>	Against the Scheme <sup>5</sup>
(No. of Shares) _____	(No. of Shares) _____
(Signature) _____	(Signature) _____

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

Signature<sup>6</sup> \_\_\_\_\_

### IMPORTANT:

#### Lodging of the Proxy

You are requested to lodge this form of proxy, and 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 branch share registrar of the Company, 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 appointed for holding the Meeting, but if this form of proxy is not so lodged it may be handed to the chairman of the Meeting at the Meeting. Delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting and in such event, this form of proxy will be deemed to be revoked.

Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting in person if you so wish.

#### Joint Holders

In the case of joint holders of a Scheme Share and where both joint holders attend the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company.

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Scheme Shares registered in your name(s).
3. If any proxy other than the chairman of Meeting is preferred, strike out the words "the chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. The 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. The resolution as to whether or not to approve the scheme put to the vote of the court meeting shall, under section 99 of the Companies Act 1981, be decided on the basis of the majority in number representing three fourths in value of the Scheme Shares and will therefore be conducted by poll in accordance with the Company's bye laws.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, SIGN IN THE BOX MARKED "For the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, SIGN IN THE BOX MARKED "Against the Scheme".** Failure to sign either box will entitle your proxy to cast your vote at his discretion or abstain. Your proxy will also be entitled to vote at his discretion or abstain in respect of any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
6. This form of proxy must be signed by you or your attorney duly authorized 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 authorized.