



# THE KWONG SANG HONG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 189

*Form of proxy for use at the meeting (or at any adjournment thereof) convened by the direction of the Supreme Court of Bermuda (the "Meeting") of the KSH Independent Shareholders (as defined in the scheme of arrangement hereinafter mentioned) for the purposes of considering and, if thought fit, approving (with or without modification), a scheme of arrangement under section 99 of the Companies Act 1981 of Bermuda (as amended) (the "Scheme") proposed to be made between THE KWONG SANG HONG INTERNATIONAL LIMITED (the "Company") and the holders of the Scheme Shares (as defined in the Scheme).*

## IN THE SUPREME COURT OF BERMUDA, CIVIL JURISDICTION, 2004: NO. 387

In the matter of THE KWONG SANG HONG INTERNATIONAL LIMITED and in the matter of section 99 of the Companies Act 1981 of Bermuda (as amended).

I/We, <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ Scheme Shares,  
HEREBY APPOINT the Chairman of the Meeting or <sup>3</sup> \_\_\_\_\_  
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) to be held at 10:00 a.m. on Wednesday, 5th January, 2005 at Concord Room 2-3, 8th Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme, or against the Scheme, as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	For <sup>4</sup> the Scheme	Against <sup>4</sup> the Scheme
Resolution to adopt the Scheme		

Dated: \_\_\_\_\_

Signature <sup>5</sup> \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Scheme Shares registered in your name(s) and to which this proxy relates. 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 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. The proxy need not be a shareholder 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. **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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company.
7. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, must be deposited with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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. Deposit 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.