



# THE KWONG SANG HONG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 189

## Special General Meeting

### Form of Proxy

Form of proxy for the Special General Meeting (“Meeting”) of THE KWONG SANG HONG INTERNATIONAL LIMITED (“Company”) to be held at 10:30 a.m. on Wednesday, 5th January, 2005:

I/We, *(Note 1)* \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of *(Note 2)* \_\_\_\_\_ shares of HK\$0.40 each in the capital of the Company,

HEREBY APPOINT *(Note 3)* the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 10:30 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 (or so soon thereafter as the meeting of the KSH Independent Shareholders (as defined in the scheme of arrangement of the Company) convened by direction of the Supreme Court of Bermuda on the same day and place shall have been concluded (or concluded after any adjournment thereof)) or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting (“Notice”) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

RESOLUTION	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
Special Resolution set out in the Notice convening the Meeting.		

Signature *(Note 5)* \_\_\_\_\_ Dated: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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).
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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. Subject to the provisions of the bye-laws of the Company, on a show of hands, every member of the Company shall have one vote only and in the case of a poll, every member of the Company shall have one vote for every share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick the appropriate box will entitle your proxy to cast your vote at his discretion or abstain from the relevant resolution.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
6. 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 at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for the Meeting.
7. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.
8. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.