

# Form of Proxy

for the Annual General Meeting on 24 August 2006

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being shareholder(s) of **WINSOR INDUSTRIAL CORPORATION, LIMITED** ( the “**Company**” ) hereby appoint  
the chairman of the Meeting or (see note 1) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote for me/us and on my/our behalf on a poll at the Annual General Meeting of the Company to be held at 11:30 a.m.  
on 24 August 2006 and at any adjournment thereof. The proxy will vote on the undermentioned resolutions as indicated (see note 2):-

Resolutions		For	Against
1.	To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2006 and to declare a Final Dividend.		
2.	A. To re-elect Mr. Chou Wen Hsien as a Director.		
	B. To re-elect Mr. Ho Fook Hong, Ferdinand as a Director.		
	C. To re-elect Mr. Chow Ming Shan as a Director.		
	D. To re-elect Mr. Tang Ming Chien, Manning as a Director.		
3.	To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.		
4.	A. To fix directors' fees at the rate of HK\$40,000 per annum per person payable only to Non-Executive Directors.		
	B. To fix the remuneration payable to Non-Executive Directors for serving on Board Committees and to authorise the Board to revise such remuneration from time to time.		
5.	A. To give a general mandate to the Directors to exercise the powers of the Company to repurchase shares in the Company up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of this resolution.		
	B. To give a general mandate to the Directors to allot, issue and dispose of additional shares in the Company not exceeding the aggregate of:- (a) 20% of the existing issued share capital of the Company as at the date of the passing of this resolution; and (b) (if authorised by a separate ordinary resolution) the number of any shares repurchased by the Company subsequent to the passing of this resolution.		
	C. To give a general mandate to the Directors to exercise the general mandate given to them under Resolution 5B above in respect of the number of shares referred to in paragraph (b) of that Resolution.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006.

Signature(s) \_\_\_\_\_

Number of shares to which this proxy relates (see note 3)

Notes:

- If you wish to appoint another person as proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of that other person in the spaces provided. A member entitled to attend and vote is entitled to appoint not more than 2 persons (who must be individuals) as his/her proxies to attend and, on a poll, vote on his or her behalf. A proxy need not be a member of the Company. Any alteration made to this Form of Proxy must be initialled by the person who signs it.
- Please indicate with an “X” in the space opposite each resolution how you wish the proxy to vote on your behalf on a poll. Unless so indicated, the proxy will vote or abstain at his/her discretion.
- Please insert the number of shares to which this Proxy relates. If a number is inserted, this Form of Proxy will be deemed to relate only to those shares. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the Company which are registered in your name (whether alone or jointly with others).
- This Form of Proxy must be signed by the appointor, or his/her attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this Form of Proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be deposited at the registered office of the Company at 2nd Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.