



# STONE GROUP HOLDINGS LIMITED

## 四通控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 409)

**Proxy form for use at the annual general meeting to be held on Thursday, 21 August, 2008 at 3:00 p.m. and at any adjournment thereof**

I/We, (Note 1) \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the registered  
holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.10 each in the capital of **STONE GROUP HOLDINGS LIMITED** (“Company”), **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** or  
(Note 3) \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend the annual general meeting of the Company to be held at 27/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Thursday, 21 August, 2008 at 3:00 p.m. (“Meeting”) and at any adjournment thereof, and to vote for me/us in respect of the resolutions set out in the notice of the Meeting (with or without modification) as indicated below (Note 4).

	<b>Resolutions</b>	<b>For (Note 4)</b>	<b>Against (Note 4)</b>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2008.		
2. (i)	To re-elect Mr. ZHANG Disheng as director.		
2. (ii)	To re-elect Mr. CHEN Xiaotao as director.		
2. (iii)	To re-elect Mr. CHEN Fumin as director.		
2. (iv)	To re-elect Mr. DUAN Yongji as director.		
2. (v)	To elect Mr. LIU Zuowei as new director to fill up the vacated office resulted from the retirement of Ms. LIU Wei as director.		
2. (vi)	Not to fill up the vacated office resulted from the retirement of Mr. LIU Ji as director.		
2.(vii)	To authorize the board of directors of the Company (“Directors”) to fix the remuneration of directors.		
3.	To re-appoint Messrs. KPMG as auditors for the ensuring year and authorize the Directors to fix their remuneration.		
4.	Ordinary Resolution in item 4 of the notice of the Meeting (To grant a general mandate to repurchase shares of the Company).		
5.	Ordinary Resolution in item 5 of the notice of annual general meeting (To grant a general mandate to issue new shares of the Company).		
6.	Ordinary Resolution in item 6 of the notice of annual general meeting (To extend the general mandate to issue shares of the Company).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature(s) (Note 5): \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s) and which this form of proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his vote on the relevant resolutions 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 proxy form must be signed by you or your attorney duly authorised 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 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 were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that 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 proxy form, together with 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 office of the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight hours before the time for holding of 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.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.