



# HKR INTERNATIONAL LIMITED

## 香港興業國際集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00480)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 3 SEPTEMBER 2009 AND AT ANY ADJOURNMENT THEREOF

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup>  
of HK\$0.25 each in the capital of HKR International Limited (香港興業國際集團有限公司) ("the Company"), hereby appoint **THE CHAIRMAN OF THE MEETING**  
or <sup>(Notes 3 & 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting of the Company (or any adjournment thereof) to be held at Harbour View Ballroom I, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 3 September 2009 at 10:30 a.m. (the "Meeting") for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolutions set out in the notice convening the Meeting, and to vote for me/us at the Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 March 2009;		
2.	(i) To re-elect Mr CHA Mou Zing Victor as an executive director;		
	(ii) To re-elect Dr CHENG Kar Shun Henry as an independent non-executive director;		
	(iii) To re-elect Mr CHEUNG Wing Lam Linus as a non-executive director;		
	(iv) To re-elect Dr QIN Xiao as an independent non-executive director;		
	(v) To re-elect Ms WONG CHA May Lung Madeline as a non-executive director;		
	(vi) to authorise the board of directors of the Company to fix the fees of all directors (including any new director who may be appointed) for the year ending 31 March 2010;		
3.	To re-appoint Messrs Deloitte Touche Tohmatsu as the independent auditor of the Company for the ensuing year and authorise the board of directors of the Company to fix their remuneration;		
4.	To grant a general mandate to the directors of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares of the Company <sup>#</sup> ;		
5.	To grant a general mandate to the directors of the Company to purchase or repurchase Shares of the Company <sup>#</sup> ;		
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the Issue Mandate under resolution numbered 4 <sup>#</sup> ;		
SPECIAL RESOLUTIONS			
7.	To approve the amendments to the memorandum of association of the Company <sup>#</sup> ;		
8.	To approve the amendments to the articles of association of the Company <sup>#</sup> ; and		
9.	To adopt the reprinted memorandum and articles of association of the Company <sup>#</sup> .		

\* Registered under Part XI of the Companies Ordinance, Chapter 32 of the laws of Hong Kong

<sup>#</sup> Full text of the relevant resolution is set out in the notice dated 30 July 2009 convening the Meeting.

Dated this \_\_\_\_\_ day \_\_\_\_\_, 2009

Signature <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend the same occasion.
- If any proxy other than the chairman of the Meeting is preferred, please strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to complete either box will entitle your proxy to cast your vote or abstain at his discretion. On a poll, a member present by proxy is entitled to one vote for every fully-paid share held and a member entitled to more than one vote need not cast all his votes in the same way. A tick ("✓") in the relevant box indicates that the votes attached to all the shares stated above as held by you will be casted accordingly. A number in the relevant box indicates that the votes attached to the number of shares referred to in the box will be casted accordingly.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under seal, or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are 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 of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the Investor Communications Centre of the Company's share registrars in Hong Kong at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. at or before 10:30 a.m. on Tuesday, 1 September 2009) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.
- THE REGISTRATION OF THE MEETING WILL START AT 9:45 A.M. ON THURSDAY, 3 SEPTEMBER 2009. IN ORDER TO ENSURE THE MEETING CAN START ON TIME, SHAREHOLDERS OR THEIR PROXIES ARE ENCOURAGED TO ARRIVE FOR REGISTRATION AT LEAST 15 MINUTES BEFORE THE MEETING STARTS.**
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**