



# INTEGRATED DISTRIBUTION SERVICES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2387)

IN THE SUPREME COURT OF BERMUDA  
CIVIL JURISDICTION  
(Commercial List)

2010: NO. 298

IN THE MATTER of **Integrated Distribution Services Group Limited**  
AND IN THE MATTER of section 99 of the Companies Act 1981

**FORM OF PROXY FOR USE AT THE COURT MEETING OF THE HOLDERS OF SHARES OF PAR VALUE US\$0.10 EACH IN THE ISSUED SHARE CAPITAL OF INTEGRATED DISTRIBUTION SERVICES GROUP LIMITED (THE "COMPANY") CONVENED AT THE DIRECTION OF THE SUPREME COURT OF BERMUDA TO BE HELD AT 11:00 A.M. ON 7 OCTOBER 2010 (OR AT ANY ADJOURNMENT THEREOF) (THE "COURT MEETING")**

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of par value US\$0.10 each in the issued share capital of the Company, hereby appoint the Chairman of the Court Meeting or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting to be held at Pheasant-Jasmine Room, 1st Floor, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on 7 October 2010 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification(s)) a scheme of arrangement (the "**Scheme**") proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme) and at the Court Meeting to vote for me/us and in my/our name(s) for the Scheme (either with or without modification(s), as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>4</sup>	AGAINST the Scheme <sup>4</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010      Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of the shares of par value US\$0.10 each in the issued share capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
3. If you wish to appoint a person other than the Chairman of the Court Meeting, please strike out the words "the Chairman of the Court Meeting or" and insert the name and address of the person you wish to appoint in the space provided. You are entitled to appoint one or more proxies to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting, or abstain.
5. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. 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 or a certified copy thereof, should be deposited at the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 11:00 a.m. (Hong Kong time) on 5 October 2010, but if this form of proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.