



SAM WOO HOLDINGS LIMITED

三和集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 2322)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING (“MEETING”) TO BE HELD ON MONDAY, 10 DECEMBER, 2007

I/We (note a) _____
of _____
being the registered holder(s) of _____
(note b) shares (the “Shares”) of HK\$0.10 each in the capital of Sam Woo Holdings Limited (the “Company”)
hereby appoint **the Chairman of the Meeting** or _____
of _____
to act as my/our proxy (note c) to attend for me/us at the Meeting to be held at The Ballroom, 18th Floor, Hotel Miramar, 118 – 130 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 10 December, 2007 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolution or, if no indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION	FOR (note d)	AGAINST (note d)
To approve the sub-division of Shares		

Date this _____ day of _____ 2007.

Signature _____ (notes e, f and g)

Notes:

- a. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- b. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed in the space provided. **Any alteration made to this form of proxy should be initialed by the person who signs it.**
- d. **IMPORTANT:** If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “**For**”. If you wish to vote against the resolution set out above, please tick (“✓”) the box marked “**Against**”. If the form of proxy returned is duly signed but without specific direction on the proposed resolution, your proxy may vote or abstain at his/her discretion in respect of the proposed resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than the resolution set out in the notice convening the Meeting.
- e. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- f. In the case of joint registered holders of any Shares, 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 were solely entitled thereto, but if more than one of such 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 in respect such Share shall alone be entitled to vote in respect thereof.
- g. 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 notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- h. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- i. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* For identification purposes only