



**SAM WOO HOLDINGS LIMITED**  
**三和集團有限公司\***

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 2322)**

**PROXY FORM**

**Form of proxy for use by shareholders at the special general meeting to be convened at Ballroom A–C, Penthouse, Hotel Miramar, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong (or any adjournment thereof)**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup>  
shares of HK\$0.10 each in the capital of Sam Woo Holdings Limited (“**Company**”) hereby appoint the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the special general meeting of the Company to be held at Ballroom A–C, Penthouse, Hotel Miramar, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong at 11:00 a.m. on 7 March 2006 or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote on my/our behalf as directed below, and, if no such direction is given, as my/our proxy thinks fit.

	<b>FOR</b> <sup>(note d)</sup>	<b>AGAINST</b> <sup>(note d)</sup>
Resolution		

Dated \_\_\_\_\_ 2006

Signature(s) \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

*Notes:*

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. 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 as your proxy in the space provided.
- If you wish to vote for the resolution, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that set out in the notice convening the meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 registrar, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the time of the meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- 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.

\* For identification purposes only