



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 the Annual General Meeting to be held on 25th August, 2004

I/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares² of HK\$0.10
each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING³** or _____ (name)
of _____ (address) as
my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Tang Room, 3/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Wednesday, 25th August, 2004, at 10:00 a.m. for the purpose of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the Resolutions as indicated below:

	RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st March, 2004.		
2.	A. To re-elect Directors:		
	(i) Lau Chun Kwok	(i)	(i)
	(ii) Hsu Kam Yee, Simon	(ii)	(ii)
	(iii) Chan Wai Dune	(iii)	(iii)
	B. To authorize the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint PricewaterhouseCoopers and Lau & Au Yeung C.P.A Limited as Auditors and to authorize the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total nominal amount of the existing issued share capital.		
5.	To give a general mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the existing issued share capital.		
6.	To extend the general mandate granted to the Directors to allot and issue additional shares of the Company by the number of shares repurchased.		
7.	To approve the alterations to the Bye-laws of the Company.		

Dated this _____ day of _____, 2004

Signed⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING or**" here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any of the boxes will entitle your proxy to cast his votes 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.
- 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 either executed under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney Branch Registrar in (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Registrar in Hong Kong, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

* For identification purposes only