



KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

(泰盛實業集團有限公司*)

(Incorporated in Bermuda with limited liability)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING
(OR ANY ADJOURNMENT THEREOF)**

I/We (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____

shares of HK\$0.10 each in the capital of abovenamed company (the "Company") HEREBY APPOINT (Note 3) the Chairman of the meeting, or failing him _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at The Crystal Room IV, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Tuesday, 25 May 2004 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	FOR (Note 4)	AGAINST (Note 4)
1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2003.		
2. To declare a final dividend for the year ended 31 December 2003.		
3. To re-elect the directors and to authorise the board of directors to fix the remuneration.		
4. To re-appoint auditors and authorise the board of directors to fix their remuneration.		
5A. To grant an unconditional mandate to the directors to allot and issue shares.		
5B. To grant an unconditional mandate to the directors to repurchase the Company's own shares.		
5C. To include nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no.5A.		
6. To approve the proposed amendments to the bye-laws of the Company.		

Date this _____ day of _____ 2004

Signature(s): (Note 6) _____

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 capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the meeting.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the principal office of the Company, Units 1 and 2, 29th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong, not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
- This form of proxy must be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the joint holding.
- The proxy needs not be a member of the Company but must attend the meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the meeting convened and in such event this form of proxy shall be deemed to be revoked.

* for identification only