



# KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

## 泰盛實業集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 1159)

### 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 Empire Room 1, Empire Hotel Wan  
Chai, 33 Hennessy Road, Wan Chai, Hong Kong, on Friday, 10 June 2011 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.

| Ordinary Resolutions |   | For (Note 4) | Against (Note 4) |
|----------------------|---|--------------|------------------|
| 1.                   | To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2010. |              |                  |
| 2A.                  | To re-elect Mr. Sun Ying Chung as director of the Company ("Director");   |              |                  |
| 2B.                  | To re-elect Mr. Chan Sung Wai as director;  |              |                  |
| 2C.                  | To re-elect Mr. Yang Yiu Chong, Ronald Jeffrey as Director;   |              |                  |
| 2D.                  | To authorise the board of Directors to fix the remunerations of the Directors;  |              |                  |
| 3.                   | To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the board of Directors to fix their remuneration;                                   |              |                  |
| 4A.                  | To grant a general mandate to the directors of the Company to allot, issue and deal with the shares.  |              |                  |
| 4B.                  | To grant a general mandate to the directors of the Company to repurchase the Company's own shares.  |              |                  |
| 4C.                  | To include the nominal amount of the shares repurchased by the Company to the mandate granted to the directors of the Company under resolution no. 4A.                  |              |                  |
| Special Resolution   |   |              |                  |
| 5.                   | To approve the amendments to the Bye-laws.  |              |                  |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011. Signature(s) (Note 6): \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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.
5. 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 branch share registrar of the Company at Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
6. This form of proxy must be in writing under the hand of the appointer or of his attorney duly authorised 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 authorised to sign the same.
7. 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.
8. 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 events this form of proxy shall be deemed to be revoked.

\* for identification purpose only