



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 SPECIAL GENERAL MEETING TO BE HELD AT 11:00 A.M. ON 21 SEPTEMBER 2010

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.1
each in the share capital of Karce International Holdings Company Limited (“Company”) HEREBY APPOINT³ **THE CHAIRMAN OF THE SPECIAL GENERAL MEETING OF THE COMPANY** (“Meeting”) of the Company
or _____
of _____
to act as my/our proxy³ to attend and vote for me/us and on my/belalf at the Meeting to be held at Suite 3404, 34th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Tuesday, 21 September 2010 at 11:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the proposed ordinary resolution as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolutions properly put to the Meeting.

Please tick (“✓”) in the appropriate boxes below to indicate how you wish your vote(s) to be cast⁴.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To appoint Deloitte Touche Tomatsu as the new auditors of the Company and its subsidiaries and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Directors to fix their remuneration.		

Dated this _____ day of _____ 2010 Signature⁵ _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.1 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “**THE CHAIRMAN OF THE SPECIAL GENERAL MEETING OF THE COMPANY** (“Meeting”) or” and insert the name and address of the proxy appointed in the space provided. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” OPPOSITE TO SUCH PROPOSED RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” OPPOSITE TO SUCH PROPOSED RESOLUTION.** Failure to tick a box will entitle your proxy to cast your vote at his discretion in respect of that particular resolution. 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 that set out in the notice convening the Meeting.
- This form of proxy must be signed by a registered shareholder, or his/her attorney duly authorized in writing, or if the registered shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorized.
- 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 certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or be proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint 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 of the Company in respect of such share holder alone be entitled to vote in respect thereof.
- ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIATED BY THE PERSON(S) WHO SIGN(S) IT.**
- Completion and deposits of this form of proxy will not preclude you from attending and voting at the Meeting of any adjournment thereof if you wish. In the event that you, having lodged this form of proxy, attend the Meeting, this form of proxy will be deemed to have revoked.

* For identification purposes only