



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 (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 _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (the "Meeting") of the Company to be held at Crystal Room No. 7, 3/F, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, Hong Kong on Wednesday, 17 December 2008, at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the 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 consider and approve the Acquisition Agreement (as defined in the circular of the Company dated 28 November 2008 ("Circular")) and all the transactions contemplated thereby. | | |
| 2. | To consider and approve the increase in the authorised share capital of the Company from HK\$200,000,000 to HK\$2,000,000,000 by the creation of 18,000,000,000 new shares in the capital of the Company. | | |

Dated this _____ day of _____ 2008. 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 INITIALED 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 Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the 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 members in respect 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 and in such events this form of proxy shall be deemed to be revoked.

* For identification purposes only