



# Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 304)

## FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE SPECIAL GENERAL MEETING CONVENED TO BE HELD ON FRIDAY, 22 DECEMBER 2006 AT 2:00 P.M.

I/We, (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_ shares of HK\$0.10  
each in the capital of Peace Mark (Holdings) Limited (the "Company"), hereby appoint (note 3) the Chairman of the  
Meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Special General Meeting of the Company to be held on Friday, 22 December 2006 at Unit 4, 12th Floor, Cheung Fung Industrial Building, 23-39 Pak Tin Par Street, Tsuen Wan, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions set out in the Notice convening the Meeting and at such Meeting (or any adjournment thereof) to vote on my/our behalf as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Please indicate with a "X" in the boxes provided how you wish the proxy to vote on your behalf (note 4).

	FOR (Note 5)	AGAINST (Note 5)
Ordinary Resolution 1		
Ordinary Resolution 2		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006.

Shareholder's signature \_\_\_\_\_ (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) and to which this form of proxy relates. 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 desired, the appointor must delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE SHAREHOLDER WHO SIGNS IT.**
4. If this form is returned duly signed but without a specific indication as to how your proxy should vote, the proxy will vote or abstain at his discretion. The 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.
5. If you wish to vote for a resolution tick in the relevant box marked "**FOR**". If you wish to vote against a resolution, tick in the relevant box marked "**AGAINST**".
6. This form of proxy must be signed by the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised, in the case of joint holders, this form of proxy must be signed by the member whose name stands first on the register of members.
7. In order to be valid, this form of proxy together with a power of attorney, if any, under which it is signed or a notarially certified copy thereof must be deposited at the Company's principal place of business in Hong Kong at Unit 3, 12th Floor, Cheung Fung Industrial Building, 23-29 Pak Tin Par Street, Tsuen Wan, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjourned Meeting.
8. Completion and return of this form of proxy will not preclude the appointor from attending and voting at the Meeting. In that event this form of proxy will be deemed to have been revoked.
9. In the case of joint holders of a share, any one of such holders may vote at the Meeting either in person or by proxy in respect of such share, but if one of such joint holders is present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the branch share register of members in respect of the joint holders.