



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 (“SGM”) CONVENED TO BE HELD ON MONDAY, 12 JUNE 2006 AT 10:00 A.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 SGM or _____
of _____

as my/our proxy to attend and act for me/us at the SGM to be held at 10:00 a.m. on Monday, 12 June, 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 the resolution set out in the Notice of the SGM (the “Notice”) and at such SGM to vote on my/our behalf as indicated below.

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

Ordinary Resolution	FOR	AGAINST
To approve the Extended Option Agreement (as defined in the Notice) and to authorize any one director of the Company to do all such acts and execute all such documents in his/her absolute discretion consider necessary or desirable to give effect to the Extended Option Agreement (as defined in the Notice) and the transactions contemplated thereunder		

Dated this _____ day of _____ 2006.

Shareholder’s Signature _____ (note 5)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
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 SGM is desired, the appointor must delete the words “the Chairman of the SGM 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 SGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED 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 SGM other than those referred to in the notice convening the SGM.
5. 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.
6. 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 with the Company’s branch share registrar in Hong Kong, 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 SGM or any adjourned SGM.
7. Completion and return of this form of proxy will not preclude the appointor from attending and voting at the SGM. In that event this form of proxy will be deemed to have been revoked.
8. In the case of joint holders of a share, any one of such holders may vote at the SGM either in person or by proxy in respect of such share, but if one of such joint holders is present at the SGM 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 register of members in respect of the joint holders.