



# Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)  
(Stock Code: 0304)

## FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 1 FEBRUARY 2008 (or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.10 each in the capital of Peace Mark (Holdings) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>, or \_\_\_\_\_ (Name)  
of \_\_\_\_\_ (Address)  
as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting (the "Meeting") of the Company to be held at The President and Chairman room, World Trade Centre Club, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 1 February 2008 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting, and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as indicated on this form of proxy, and, if no such indication is given, as my/our proxy thinks fit.

My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve and authorise the making of the voluntary pre-conditional general offer by A-A United Limited, an indirect wholly-owned subsidiary of the Company (the "Offeror"), under the Singapore Code on Take-overs and Mergers (the "Singapore Takeovers Code"), for all the issued shares of Sincere Watch Limited ("Sincere Watch"), other than those issued shares of Sincere Watch (if any) already owned, controlled or agreed to be acquired by the Offeror or any party acting or presumed to be acting in concert with it (within the meaning ascribed to that term under the Singapore Takeovers Code), subject to the satisfaction of the pre-conditions as set out in paragraph 3.2 of the Letter from the Company in the Circular issued by the Company to its shareholders dated 16 January 2008 and on the terms outlined in the Circular (the "Offer").		
2.	To approve the participation by the Company in the Offer.		
3.	To authorise any Director to take any action on behalf of the Company he considers necessary, desirable or expedient in connection with the Offer, including without limitation (i) directing the Offeror in connection with the Offer, (ii) taking any action in connection with the listing of new ordinary shares of HK\$0.10 each in the Company on the Stock Exchange of Hong Kong Ltd., and (iii) taking any action in connection with the matters contemplated by these resolutions, including executing and delivering such agreements, documents and instruments (including witnessing the affixing of the Company's seal thereto) in such forms and containing such terms as such person executing the same may think fit.		
4.	To authorise, approve and, to the extent necessary, ratify and confirm any and all past actions by the Directors of the Company which they may deem or have deemed in their sole discretion to be useful, necessary or conducive with respect to any of the matters contemplated by these resolutions.		

### Execution by individuals

Signature<sup>5</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

In the presence of: \_\_\_\_\_ (Witness name)

Witness: \_\_\_\_\_ (Witness signature)

### Execution by a company

Executed as a deed by/under the common seal of\*:

Name of company: \_\_\_\_\_

Signature of director: \_\_\_\_\_

Name of director: \_\_\_\_\_

Signature of director/secretary\*: \_\_\_\_\_

Name of director/secretary\*: \_\_\_\_\_

Date: \_\_\_\_\_

\* delete as appropriate

**AFFIX SEAL HERE**

### 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 Peace Mark (Holdings) Limited shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Peace Mark (Holdings) Limited shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. The 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". If you wish to vote against a resolution, tick (✓) in the box marked "AGAINST". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of joint registered holders, all joint holders must sign this form of proxy.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders is present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- A holder who is a natural person need not submit this form of proxy if he/she is attending the Meeting in person. Where a holder is a corporation and wishes to be represented at the Meeting in person, it must appoint a proxy to attend and vote at the meeting in respect of its Shares.
- A holder who wishes to appoint more than one proxy must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent. of the shareholding of his/her appointer and the proxy whose name appears second shall be deemed to be appointed in the alternate.
- The Company shall be entitled to reject any form of proxy which is incomplete, improperly completed or illegible or where the true intentions of the holder(s) are not ascertainable from the instructions of the holder(s) specified on any form of proxy.
- Generally on a show of hands every holder(s)/proxy(s) who (being an individual) is present in person or by proxy or (being a corporation) is present by its duly authorised representative as its proxy shall have one vote. On a poll every holder(s)/proxy(s) who is present in person or by proxy shall have one vote for every fully paid share of which he/she/it is the holder(s)/proxy(s). A person entitled to more than one vote need not use all his/her/its votes or cast them in the same way.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- Voting is also subject to the rules of the Stock Exchange of Hong Kong Ltd. and the Company's Bye-laws.
- ANY ALTERED MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**