



PEGASUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 676)

PROXY FORM FOR THE 2006 ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of
PEGASUS INTERNATIONAL HOLDINGS LIMITED (the “Company”) **hereby appoint** the Chairman of the
Meeting or failing him _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company
to be held at Imperial Room III, Towers Wing, Mezzanine Floor, The Royal Pacific Hotel & Towers, China Hong
Kong City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 17th May, 2006 at 9:30 a.m. and at
any adjournment thereof on the undermentioned resolutions as indicated and if no such indication is given as my/our
proxy thinks fit:

	ORDINARY RESOLUTION	FOR ³	AGAINST ³
1.	To receive and consider the audited financial statements and directors' report and auditors' report for the year ended 31st December, 2005.		
2.	To declare a final dividend		
3. (a).	To re-elect retiring Mr. Wu Jenn Tzong, Jackson as a Director.		
(b).	To re-elect retiring Mr. Lai Jenn Yang, Jeffrey as a Director.		
(c).	To authorise the Board to fix the remuneration of the Directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company.		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.		
7.	To extend, conditional upon the passing of resolutions 5 and 6, the general mandate granted to the Directors to allot, issue and deal with shares.		
	SPECIAL RESOLUTION	FOR ³	AGAINST ³
8.	To amend the existing Bye-laws of the Company		

Signature: _____ Date: _____

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. Please indicate with an “X” in the relevant box how you wish the proxy to vote on your behalf. If this form of proxy is returned without any indication, you will be deemed to have authorised your proxy to vote or abstain from voting as he thinks fit.
4. Any alteration made to this form of proxy should be initialled.
5. Any member entitled to attend and vote is entitled to appoint a proxy(ies) to attend instead of him and to vote on a poll. A proxy need not be a member of the Company.
6. If the appointor is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes 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.
8. To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed must be completed and deposited at the head office and principal place of business of the Company at Room 1517, Tower 3, China Hong Kong City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.