



# Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)  
(Stock Code: 304)

## Form of Proxy for Annual 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  
**PEACE MARK (HOLDINGS) LIMITED** (the “Company”) **HEREBY APPOINT** (Note 3) the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to act for me/us at the Annual General Meeting of the Company to be held at the Boardroom, World Trade Centre Club, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 25th August, 2006 at 4:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without modification the Resolutions set out in the Notice convening the said Meeting and at the said Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Resolutions		For (Note 4)	Against (Note 4)
1.	To receive and consider the audited financial statements of the Company, the reports of the directors (the “Directors”) and auditors (the “Auditors”) of the Company for the year ended 31st March, 2006.		
2.	To declare a final dividend for the year ended 31st March, 2006.		
3.	To re-elect the following directors:		
	(i) Mr. Chau Cham Wong, Patrick		
	(ii) Mr. Leung Yung		
	(iii) Mr. Man Kwok Keung		
	(iv) Mr. Kwok Ping Ki, Albert		
4.	To authorize the board of Directors to fix the remuneration of directors by reference to the recommendation of the remuneration committee		
5.	To re-appoint the Auditors for the ensuing year and to authorize the Directors to fix their remuneration.		
6A.	Special business: to grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20 per cent. of the issued share capital of the Company.		
6B.	Special business: to grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
7.	Special business: to extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company not exceeding the aggregate nominal amount of the shares of the Company repurchased by the Company.		
8.	Special business: to renew the 10% general limit on the grant of options under the share option scheme dated 24th January, 2002.		
9.	Special business: to amend the Bye-laws of the Company.		

Dated: \_\_\_\_\_ day of \_\_\_\_\_ 2006                      Signature of Shareholders(s): \_\_\_\_\_

- Notes:**
1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
  2. Please insert the number of shares registered in your name(s). If no number is inserted, the form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
  3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**
  4. **IMPORTANT: 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”.** 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 other than those referred to in the notice convening the meeting.
  5. This form of proxy must be signed by the appointer or his attorney duly authorised in writing, or if such appointer 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 in the register of members of the Company.
  6. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy or by authorised representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), 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 holders.
  7. In order to be valid, this form of proxy, duly executed, and the power of attorney, or other authority (if any) under which it is executed or a notarially certified copy thereof, must reach the Company’s branch registrar in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
  8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
  9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In that event, this form of proxy will be deemed to have been revoked.