



祥泰行集團有限公司*

CHEUNG TAI HONG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

Form of Proxy for the Special General Meeting to be held on 24th January, 2005

I/We⁽¹⁾ _____
of _____ being
the registered holder(s) of⁽²⁾ _____ shares of HK\$0.01 each in the capital of Cheung
Tai Hong Holdings Limited (the "Company") hereby appoint⁽³⁾ the Chairman of the Meeting or failing him
_____ of _____

as my/our proxy to attend and act for me/us at the special general meeting of the Company (the "Meeting")
to be held at 10:30 a.m. on 24th January, 2005 at G/F, GMP Centre, 12 Dai Fu Street, Tai Po Industrial
Estate, Tai Po, New Territories, Hong Kong and at any adjournment thereof for the purpose of considering
and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such
Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said
resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1. Ordinary resolution no.1 of the notice of the Meeting (to approve the share placing agreement dated 15th December, 2004 made between the Company and Tai Fook Securities Company Limited and the transactions contemplated thereunder)		
2. Ordinary resolution no.2 of the notice of the Meeting (to approve the convertible note placing agreement dated 15th December, 2004 made between the Company and Tai Fook Securities Company Limited and the transactions contemplated thereunder)		

Dated this _____ day of 2005 Signature⁽⁵⁾ _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
2. Please insert the number of shares of HK\$0.01 each in the Company to which this form of proxy relates and 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. If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Meeting or failing him" herein inserted and insert the full name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his 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 you under hand or your attorney duly authorized in writing, or in the case of a corporation, either under your seal or under the hand of your officer, attorney or other person duly authorized.
6. If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the register of members of the Company in respect of such joint holding is entitled to vote at the Meeting.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Company's principal place of business in Hong Kong at G/F, GMP Centre, 12 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjourned meeting (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 deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.
10. Any alteration made in this form of proxy must be initialed by the person who signs it.

* For identification purpose only