



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 Annual General Meeting

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 Annual General Meeting of the Company (the "Meeting") to be held at G/F., GMP Centre, 12 Dai Fu Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on 31st August, 2004 at 10:30 a.m. 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 resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and approve the Reports of Directors and Auditors and the audited financial statements for the year ended 31st March, 2004.		
2.	(A) To re-elect Ms. Cheung Sze Man as director.		
	(B) To authorise the Board of Directors to fix their remuneration for the ensuing year.		
3.	To re-appoint Deloitte Touche Tohmatsu as Auditors and to authorise the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Board of Directors to allot, issue and deal with additional shares of the Company.		
5.	To give a general mandate to the Board of Directors to repurchase shares of the Company.		
6.	Subject to the passing of Ordinary Resolution Nos. 4 and 5, to authorise the Board of Directors to issue additional shares representing the nominal value of the shares repurchased by the Company.		
7.	To approve the refreshment of the 10% limit in respect of the granting of share options under the share option scheme adopted by the Company.		

	SPECIAL RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
8.	To approve the amendments to the Bye-laws of the Company.		

Dated this _____ day of _____ 2004 Signature(s) _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- 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).
- 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.
- 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.
- This form of proxy must be signed by you under hand or your attorney duly authorised 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 authorised.
- 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 joint holding is entitled to vote at the Meeting.
- 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 office 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).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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.
- Any alteration made in this form of proxy must be initialled by the person who signs it.

* For identification only