



# SAU SAN TONG HOLDINGS (CAYMAN ISLANDS) LIMITED

## 修身堂控股(開曼群島)有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8200)

### PROXY FORM

**Form of Proxy for use by shareholders at the Annual General Meeting to be held at Function Room - Poplar and Willow, Inter Continental Hong Kong, 18 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 26 July 2004 at 11:00 a.m.**

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares

of HK\$0.01 each of Sau San Tong Holdings (Cayman Islands) Limited hereby appoint the Chairman of the meeting or (Note 3)

\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf as direct below, or if no such indication is given then to vote as my/our proxy thinks fit, at the Annual General Meeting of the Company (the "Meeting") to be held at **Function Room - Poplar and Willow, Inter Continental Hong Kong, 18 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong** on Monday, 26 July 2004 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note 4).

RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2004		
2.	i To re-elect Mr. Ho, Francis Man Kwong as director		
	ii To re-elect Mr. Hong Po Kui, Martin as director		
	iii To authorize the Board of Directors to fix the remuneration of directors		
3.	To re-appoint auditors and to authorise the Board of Directors to fix their remuneration		
4.	To grant a general mandate to the directors to issue new shares		
5.	To grant a general mandate to the directors to repurchase shares		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased		
7.	To amend the Articles of Association of the Company and to adopt the new Articles of Association consolidating the changes as set out in Special Resolution 7 in the notice of Annual General Meeting		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004

Signature of Shareholder(s)

(Notes 6 and 8) \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this Form of Proxy relates. 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 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** Please indicate by an "✓" in the space provided how you wish your votes to be cast. **IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Without such specific directions the proxy may at his/her discretion vote for or against the resolution or abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- This Form of Proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this Form of Proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this Form of Proxy on behalf of the corporation without further evidence of the facts.
- This Form of Proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch registrar in Hong Kong, Standard Registrars Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting.
- Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish.

\* for identification purpose only