



**139 HOLDINGS LIMITED**  
**( 139 控 股 有 限 公 司 ) \***

(Incorporated in Bermuda with limited liability)  
 (Stock Code: 139)

**Form of Proxy for use at the Annual General Meeting  
 to be held on Monday, 28 August 2006**

I/We (Note 1) \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.01  
 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING  
 (Note 3) or \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Grand I and II, Main Lobby, Grand Hyatt  
 Hong Kong, One Harbour Road, Wanchai, Hong Kong on Monday, 28 August 2006 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the  
 resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in  
 respect of the resolutions as indicated below (Note 4).

RESOLUTIONS	FOR	AGAINST
1. To receive the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2006.		
2. (i) To re-elect Mr Wong Yat Fai as Director.	(i)	(i)
(ii) To re-elect Mr Wu Qing as Director.	(ii)	(ii)
(iii) To fix the maximum number of Directors.	(iii)	(iii)
(iv) To authorise the Board of Directors to appoint additional Directors not exceeding the maximum number fixed.	(iv)	(iv)
(v) To authorise the Board of Directors to fix the Directors' remuneration.	(v)	(v)
3. To appoint Ernst & Young as Auditors and to authorise the Board of Directors to fix Auditors' remuneration.		
4. To amend the Bye-laws of the Company.		
5. To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6. To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
7. To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the nominal amount of shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006. Signature (Note 5): \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares 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" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- On a show of hands every member of the Company present in person or by proxy or being a corporation, is present by its duly authorised representative, shall have one vote and on a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- 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 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 of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

\* For identification purposes only