



GFT HOLDINGS LIMITED

真樂發控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

Proxy form for use at the Special General Meeting

to be held on Monday, 5 March 2007

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the share capital of GFT Holdings Limited (the "Company") **HEREBY APPOINT** the chairman of the meeting or ^(Note 3) _____

of _____

as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the special general meeting (or any adjournment thereof) of the Company ("Meeting") to be held at 9:00 a.m. on Monday, 5 March 2007 at Tang Room II, 3rd Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions set out in the notice convening such Meeting or, if no such indication is given, as my/our proxy(ies) think(s) fit.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	Ordinary resolution no. 1 of the notice of the Meeting (to approve the proposed consolidation of every five (5) ordinary shares of HK\$0.01 each in the issued and unissued share capital of the Company into two (2) ordinary shares of HK\$0.025 each)		
2.	Ordinary resolution no. 2 of the Meeting (to approve the Share Placing Agreement dated 24 January 2007 as amended by the Supplemental Share Placing Agreement dated 9 February 2007 entered into between the Company and Hani Securities (H.K.) Limited and the transactions contemplated thereunder)		
3.	Ordinary resolution no. 3 of the Meeting (to approve the Note Placing Agreement dated 24 January 2007 as amended by the Supplemental Note Placing Agreement dated 9 February 2007 entered into between the Company and Hani Securities (H.K.) Limited and the transactions contemplated thereunder)		

Dated this _____ day of _____ 2007

Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form 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 chairman of the meeting or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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 BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any other resolutions properly put to the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
- In order to be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the head office and principal place of business of the Company in Hong Kong at Unit A9, 3/F, Block A, Hong Kong Industrial Center, 489-491 Castle Peak Road, Kowloon, Hong Kong as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- In the case of joint holders, any one of such joint holders may vote at the Meeting, either personally or by proxy, but if more than one of the joint holders are present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant share(s) shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only