



TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 321)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 9 AUGUST 2013

I/We¹ _____
of _____
being the registered holder(s) of _____ shares² of HK\$0.05 each in the share capital of TEXWINCA HOLDINGS LIMITED (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or³ _____
of _____
as my/our proxy to attend, vote and act for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company to be held at World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 9 August 2013 at 10:30 a.m. (and at any adjournment thereof). Please tick "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast.⁴

RESOLUTIONS	For ⁴	Against ⁴
1. To receive and consider the Audited Consolidated Financial Statements, the Report of the Directors and the Independent Auditors' Report for the year ended 31 March 2013.		
2. To declare a final dividend.		
3. (a) To re-elect Directors:		
(i) Mr. Poon Bun Chak		
(ii) Mr. Poon Kei Chak		
(iii) Mr. Ting Kit Chung		
(iv) Mr. Poon Ho Wa		
(v) Mr. Au Son Yiu		
(vi) Mr. Cheng Shu Wing		
(vii) Mr. Law Brian Chung Nin		
(b) To authorise the Board of Directors to fix the Directors' remuneration.		
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.		
5. To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
6. To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
7. To extend the general mandate granted to the Directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Dated this _____ day of _____ 2013

Signed⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares 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).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK "✓" THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK "✓" THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain 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 Annual General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, the same must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders of a share, 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 holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which is signed or a certified copy thereof, must be deposited at the Company's Branch Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof.
8. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

* For identification purposes only