



TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 321)

PROXY FORM

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 28 AUGUST 2008

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 vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Room 4207B, 42/F., Metroplaza, Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong on Thursday, 28 August 2008 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the Resolutions as indicated below.

RESOLUTIONS	For ⁴	Against ⁴
1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2008.		
2. To declare a final dividend.		
3. (a) To elect Directors:		
(i) Mr. Poon Bun Chak	(i)	(i)
(ii) Mr. Poon Kai Chak	(ii)	(ii)
(iii) Mr. Poon Kei Chak	(iii)	(iii)
(iv) Mr. Poon Kwan Chak	(iv)	(iv)
(v) Mr. Ting Kit Chung	(v)	(v)
(vi) Mr. Au Son Yiu	(vi)	(vi)
(vii) Mr. Cheng Shu Wing	(vii)	(vii)
(viii) Mr. Wong Tze Kin, David	(viii)	(viii)
(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 the Auditors' remuneration.		
5. Ordinary Resolution — To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total nominal amount of existing issued share capital.		
6. Ordinary Resolution — To grant a general mandate to the Directors to allot, issue and deal with additional shares in the share capital of the Company not exceeding 20% of the total nominal amount of existing issued share capital.		
7. Ordinary Resolution — To extend the general mandate granted to the Directors to allot and issue additional shares by the number of shares repurchased.		

Dated this _____ day of _____ 2008

Signed⁵ _____

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 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, delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOXES MARKED "AGAINST". Failure to complete any or all 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 Annual General 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 either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- 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.
- 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 of such power or authority, must be deposited at the Company's Branch Registrar 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 for holding the Annual General 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 Annual General Meeting if you so wish.

* For identification purposes only