



新高準控股有限公司*

NEW SPRING HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0690)

FORM OF PROXY
Annual General Meeting (“Meeting”)

I/We (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____

shares of HK\$0.01 each in the capital of New Spring Holdings Limited (the “Company”) hereby appoint (Note 3)

of _____

or failing him/her the chairman of the Meeting as my/our proxy/proxies to attend, act and vote on my/our behalf at the same Meeting of the Company to be held at 10th Floor, Fook Hing Factory Building, 33 Lee Chung Street, Chai Wan, Hong Kong at 3:00 p.m. on Thursday, 26th August, 2004 and at any adjournment thereof and to vote on my/our behalf, in respect of the Resolutions set out in the Notice of the Meeting as directed below:

	For (Note 4)	Against (Note 4)
Ordinary Resolutions		
1. To receive and adopt the audited financial statement, together with the reports of the directors and auditors for the year ended 31st March, 2004.		
2. (A) To re-elect Mr. Chan Fuk Wah, retiring director, as director of the Company.		
(B) To re-elect Mr. Lee Man Kwong, retiring director, as director of the Company.		
(C) To authorise the board of directors (the “Board”) of the Company to fix the remunerations of the directors.		
3. To re-appoint Messrs. Albert Lam & Co., certified public accountants, as the auditors of the Company and to authorise the Board to fix their remunerations.		
4. (A) To give a general mandate to the directors to repurchase the Company’s own shares.		
(B) To give a general mandate to the directors to issue, allot and otherwise deal with additional shares of the Company		
(C) To extend the general mandate to the directors of the Company to issue and allot the shares repurchased by the Company under the mandate referred to in Resolution number 4(A) above.		
Special Resolution		
5. To amend the Articles of Association of the Company.		

Dated this _____ day of _____ 2004 Signature(s) (Note 5) _____

Shareholder(s)

Notes:

- Full name(s) and address 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).
- A proxy need not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and, in the event of a poll, vote in his stead. If such an appointment is made, you may delete the words “or the chairman of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- PLEASE INDICATE WITH A “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the 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 of 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 under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment (as the case may be) thereof.
- 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 only