



新高準控股有限公司*

NEW SPRING HOLDINGS LTD.

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 690)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting or any adjournment thereof (“Meeting”) of New Spring Holdings Limited to be convened and held at 11:00 a.m. on Monday, 12 December 2005

I/We (*note a*) _____

of _____

being the registered holder(s) of _____

(*note b*) shares of HK\$0.10 each of NEW SPRING HOLDINGS LIMITED (新高準控股有限公司)* (“Company”)

hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy (*note c*) at the Meeting of the Company to be held at Room 2302, 23rd Floor, Lippo Centre Tower II, 89 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Monday, 12 December 2005 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast (*notes d and e*).

RESOLUTION		FOR	AGAINST
Ordinary Resolution			
1.	To appoint CCIF CPA Limited as the auditors of the Company and its principal subsidiaries to fill the casual vacancy caused by the resignation of the former auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix the auditors’ remuneration. (being Resolution no. 1 as set out in the notice of the Meeting)		
Special Resolutions			
2.	To approve the change of the Company’s name (being Resolution no. 2 as set out in the notice of the Meeting)		
3.	To approve the alterations to the Articles of Association of the Company (being Resolution no. 3 as set out in the notice of the Meeting)		

Dated the _____ day of _____ 2005

Shareholder’s signature: _____ (*notes f to i*)

Notes:

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- (b) 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).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided.
- (d) If you wish to vote for any of the resolutions set out above, please tick (“✓”) the appropriate box marked “For”. If you wish to vote against any resolution, please tick (“✓”) the appropriate box marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will be entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, be entitled to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- (e) The full text of the Resolutions appears in the notice of the Meeting dated 18 November 2005.
- (f) In the case of a joint holding, this form of proxy may be signed by any joint holder. If, however, more than one joint holder is present at the Meeting, whether in person or by proxy, the vote of the senior who tenders a vote will be accepted to the exclusion of the 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.
- (g) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (h) 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 of such power or authority must be deposited at the offices of the Company’s Hong Kong Branch Registrars, Abacus Share Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- (i) **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- (j) Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting if you so wish.

* For identification purpose only