



CARPENTER TAN HOLDINGS LIMITED

譚木匠控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 837)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each in the capital of CARPENTER TAN HOLDINGS LIMITED
(the “Company”), HEREBY APPOINT ^(note 3) _____
of _____
or failing him, the Chairman of the annual general meeting, as my/our proxy to attend for me/us at the annual general meeting (and at any adjournment thereof) of the Company to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 23 May 2011 at 11:00 a.m. (the “Meeting”) as set out in the notice convening the said Meeting (the “Notice”) and to vote for me/us as directed below or, if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and adopt the audited financial statements and the reports of the Directors and auditor for the year ended 31 December 2010.		
2.	(A) (i) To re-elect Mr. TAN Di Fu as an executive director of the Company.		
	(ii) To re-elect Mr. TAN Cao as a non-executive director of the Company.		
	(iii) To re-elect Madam Du Xin Li as an independent non-executive director of the Company.		
	(iv) To re-elect Mr. YU Ming Yang as an independent non-executive director of the Company.		
	(B) To authorise the board of directors to fix the respective directors' remuneration.		
3.	To re-appoint CCIF CPA Limited as the Company's auditor and to authorize the board of directors to fix its remuneration.		
4.	To declare a final dividend for the year ended 31 December 2010 of HK 15.71 cents per ordinary share of the Company to the shareholders whose names appear on the register of the members of the Company on 23 May 2011.		
5.	(A) To grant the general mandate to the directors to allot, issue and deal with unissued shares of the Company (the “Share Issue Mandate”) as set out in item 5(A) of the Notice.		
	(B) To grant a repurchase mandate to the directors to repurchase shares of the Company (the “Repurchase Mandate”) as set out in item 5(B) of the Notice.		
	(C) To approve the addition to the Share Issue Mandate of the number of shares repurchased by the Company under the Repurchase Mandate (the “Extension Mandate”) as set out in item 5(C) of the Notice.		

Signature(s) ^(note 5): _____

Date: _____ 2011

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your 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 that referred to in the notice convening the Meeting. If you wish to vote part of your shares for and part of your shares against any of the resolutions, please insert the number of shares in the relevant box.
- 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 either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint another person (who must be an individual) as his proxy to attend and vote in his stead, and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll, votes may be given either in person or by proxy. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
- To be valid, this form of proxy and 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be).
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjourned meeting thereof (as the case may be) if you so wish, but in such event the form of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share in the capital of the Company, any one of such persons may vote at the meeting, either in person or by proxy at the Meeting, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.

* For identification purpose only