



YUE YUEN INDUSTRIAL (HOLDINGS) LIMITED

裕元工業（集團）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 551)

FORM OF PROXY FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We ¹
of
being the registered holder(s) of ²
shares of HK\$0.25 each in the capital of abovenamed company (the "Company") HEREBY APPOINT³ the Chairman of the meeting,
or
of
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at 3/F, Tang Room, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Thursday, 1st March, 2007 at 10:45 a.m. (or so soon thereafter as the annual general meeting of the Company convened at the same place and date at 10:30 a.m. shall have concluded or adjourned) or at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
(A)	To approve, confirm and ratify the Supplemental Production Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(B)	To approve, confirm and ratify the Supplemental PCC Management Service Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(C)	To approve, confirm and ratify the Supplemental PCC Services Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(D)	To approve, confirm and ratify the PCC Connected Sales Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(E)	To approve, confirm and ratify the PCC Connected Purchases Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(F)	To approve, confirm and ratify the Pou Chien Lease Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(G)	To approve, confirm and ratify the Pou Yuen Lease Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(H)	To approve, confirm and ratify the Yue Dean Lease Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(I)	To approve, confirm and ratify the Supplemental Pou Yui Lease Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(J)	To approve, confirm and ratify the Supplemental GBD Management Service Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(K)	To approve, confirm and ratify the Supplemental GBD Tenancy Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(L)	To approve, confirm and ratify the GBD Box Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(M)	To approve, confirm and ratify the Supplemental Godalming Tenancy Agreement, the annual caps and the transactions contemplated thereunder and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(N)	To approve, confirm and ratify the Yue Cheng Rest Assured Agreement and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(O)	To approve, confirm and ratify the Guangzhou Pouxue Rest Assured Agreement and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		
(P)	To approve, confirm and ratify the YY Rest Assured Agreement and to authorise the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate, in order to implement and validate anything related to the aforesaid agreement		

Dated this day of 2007.

Signature(s) ⁵
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* for identification only

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. 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," and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **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 RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a 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 those referred to in the notice convening 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 either be executed under its seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy, together with 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 principal place of business in Hong Kong at 7th Floor, Blocks A-D, Hop Hing Industrial Building, 702 Castle Peak Road, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- In the case of joint holders of a share if more than one of such joint holder be present at any 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 in respect of the joint holding.
- Completion and return of this form of proxy shall not preclude you from attending and voting at the meeting in person if you so wish, but the authority of your proxy will be invalid forthwith.