Compass Pacific Holdings Limited
圓通控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1188)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

to be held on Monday, 18 July, 2005 (the "Meeting")

I/We[1] ____________________________________ of ____________________________________

____

being the registered holder(s) of[2] ____

shares of HK$0.10 each in the capital of Compass Pacific Holdings Limited (the "Company") HEREBY APPOINT[3] the duly appointed Chairman of the Meeting or ____________________________________ of

____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at Suites 612-617, 6th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Monday, 18 July, 2005 at 9:30 a.m. (or any adjournment thereof) in respect of the resolutions set out in the notice of the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

		FOR[4]	AGAINST[4]
1.	Ordinary Resolution No. 1 *(Note 5)*		
2.	Ordinary Resolution No. 2 *(Note 5)*		

Dated this ____________ day of ____________ 2005 Signature(s)[7] ____________________________

Notes:

1. Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please fill in the number of shares of HK$0.10 each in the capital of the Company registered in your name(s) to which this form of 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).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the duly appointed Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his/her stead. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **IF NO NAME IS GIVEN, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your 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 convening the Meeting.
5. The full text of these resolutions appear in the notice of the Meeting dated 28 June 2005, a copy of which is set out on pages 187 and 188 of the circular dated 28 June 2005
6. 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 notarially certified copy of such power or authority, must be deposited at the principal office of the Company at Suites 612-617, 6th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 9:30 a.m., Saturday, 16 July 2005 or not less than 48 hours before the time appointed for any adjournment of the Meeting.
7. This form of proxy either 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 or other person duly authorised.
8. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he were solely entitled therein, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

* *For identification purpose only*