FT HOLDINGS INTERNATIONAL LIMITED

星采控股有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 559)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting of FT Holdings International Limited to be held at Unit 501, 5th Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on Friday, 6 August 2004 at 9:00 a.m. and at any adjournment thereof.

I/We (Note 1) ______________________________

of ______________________________

being the registered holders(s) of (Note 3) ______________ shares of HK$0.01 each in the capital of FT Holdings International Limited (the "Company"), **HEREBY APPOINT** (Note 4) ______________________________

of ______________________________

or failing him/her, the chairman of the special general meeting, as my/our proxy to attend and to act for me/us at the special general meeting of the Company to be held at Unit 501, 5th Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on Friday, 6 August 2004 at 9:00 a.m. and at any adjournment thereof and in particular (but without limitation) at such meeting (or at any adjournment thereof) to vote on my/our behalf as indicated below or, if no such indication is given, as my/our proxy thinks fit.

		For (Note 5)	**Against** (Note 5)
1.	Ordinary Resolution No. 1		
2.	Ordinary Resolution No. 2		

Dated: ______________________ Signature (Note 6): ______________________

Notes:

1. Please insert your full name and address in **BLOCK CAPITALS** in the space provided. Only one of joint holders should be mentioned (but see Note 2 below).
2. Where there are joint registered holders of any share(s), any one of such joint holders may vote at the meeting, either personally or by proxy in respect of such share(s) as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, the joint holder so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holder(s) in respect hereof.
3. Please insert the number of share(s) of HK$0.01 each in the Company to which this form of proxy relates and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the share(s) in the Company registered in your name(s).
4. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. You are entitled to appoint a proxy of your own choice. Please insert the full name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SPECIAL GENERAL MEETING WILL ACT AS YOUR PROXY.**
5. Please indicate with a tick in the relevant box the way you wish your votes to be cast. If this form of proxy when returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all proposed 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, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the meeting.
6. 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.
7. 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 of authority, MUST be deposited at the office of the Company's Hong Kong branch share registrars and transfer office, Tengis 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 Meeting or any adjournment thereof (as the case may be).
8. Any alteration made in this form of proxy should be initialled.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

* *For identification purposes only*