KELON 科龙

GUANGDONG KELON ELECTRICAL HOLDINGS COMPANY LIMITED

廣 東 科 龍 電 器 股 份 有 限 公 司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 921)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15TH JANUARY, 2005

Number of shares relevant to this proxy form: *(Note 1)* ____________________

We *(Note 2)* ____________________

of ____________________

being a member of Guangdong Kelon Electrical Holdings Company Limited (the "Company") holding ____________ shares

hereby appoint *(Note 3)* the chairman of the Extraordinary General Meeting ____________________

as my/our proxy or proxies to attend at, and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (or any adjournment thereof) to be held at the conference room of the Company's head office, No. 8, Ronggang Road, Ronggui, Shunde District, Foshan City, Guangdong Province, the People's Republic of China at 11:00 a.m. on Saturday, 15th January, 2005 to vote on the undermentioned resolutions as indicated. Failure to complete the boxes will entitle my/our proxy to vote at his/her discretion:

		FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To consider and approve the re-election of the following persons as executive directors:		
	(i) Mr. Gu Chu Jun;		
	(ii) Mr. Liu Cong Meng;		
	(iii) Mr. Li Zhen Hua;		
	(iv) Mr. Yan You Song;		
	(v) Mr. Zhang Hong; and		
	(vi) Mr. Fang Zhi Guo.		
2.	To consider and approve the re-election of the following persons as independent non-executive directors of the Company:		
	(i) Mr. Chan Pei Cheong;		
	(ii) Mr. Li Kung Man; and		
	(iii) Mr. Xu Xiao Lu.		
3.	(i) To consider and approve the re-election of Mr. Bai Yun Feng as supervisor of the Company.		
	(ii) To consider and approve the election of Mr. Zeng Jun Hong as supervisor of the Company.		
4.	To approve the general mandate to repurchase H Shares.		

Signed this ____________ day of ____________   Signature*(Note 5)*: ____________________

Notes:

1. Please fill in the number of shares relevant to this proxy form. Failure to fill in the aforesaid number of shares will result in this proxy form being deemed to relate to all shares registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the chairman is preferred, please strike out **"chairman of the Extraordinary General Meeting"** herein inserted and insert the name and address of the proxy or proxies desired in the space provided. A shareholder is entitled to appoint any person(s) to be his/her proxy or proxies. The proxy or proxies does/do not need to be a shareholder of the Company. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
4. **Important: If you wish to vote for a Resolution, please place a "√" in the box marked "FOR" provided for such Resolution. If you wish to vote against a Resolution, please place an "X" in the box marked "AGAINST" provided for such Resolution.** Failure to complete either of the abovementioned boxes will entitle your proxy to cast your vote(s) or abstain at his or her discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, if the appointor is a corporation, must be executed under its common seal or under the hand of an officer or attorney of the corporation duly authorised in writing.
6. 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 notarially certified copy thereof, must be deposited at the Secretary's Office of the Board of the Directors of the Company at No.8 Ronggang Road, Ronggui, Shunde District, Foshan City, Guangdong Province, the People's Republic of China not less than 24 hours before the time appointed for holding of the Extraordinary General Meeting or any adjournment thereof (as the case may be).
7. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof should you so wish.

Guangdong Kelon Electrical Holdings Company Limited
29th November, 2004