



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: 0921)

Proxy Form for the 2004 Annual General Meeting

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 Annual General Meeting/_____ as my/our proxy or proxies to attend at, and vote for me/us and on my/our behalf at the Annual 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 Tuesday, 28 June, 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)
	ORDINARY RESOLUTIONS		
1.	To consider and approve the report of the Directors of Guangdong Kelon Electrical Holdings Company Limited for the year 2004		
2.	To consider and approve the audited annual financial statements of Guangdong Kelon Electrical Holdings Company Limited for the year 2004		
3.	To consider and approve the profit distribution proposal of the Company for the year 2004		
4.	To consider and approve the appointment of BDO McCabe Lo & Company and Shenzhen Dahua Tiancheng Certified Public Accountants as foreign and local auditors of the Company and authorize the Directors to fix their remuneration		
5.	To consider and approve the proposed amendments to "The Rules and Regulations Governing Shareholders' Meetings"		
6.	To consider and approve the proposed amendments to "The Rules and Regulations Governing Directors' Meetings"		
7.	To consider and approve the proposed amendments to "The Rules and Regulations Governing Supervisors' Meetings"		
8.	To consider and approve the proposed amendments to "Regulations of Information Disclosure"		
9.	To consider and approve the report of the Supervisory Committee of Guangdong Kelon Electrical Holdings Company Limited for the year 2004		
	SPECIAL RESOLUTIONS		
10.	To consider and approve the proposed amendments to the Company's Articles of Association set out in the Notice of the 2004 Annual General Meeting by way of a special resolution and authorize the Board of Directors to present the Company's amended Articles of Association to the relevant PRC government authorities		
11.	To approve the general mandate to repurchase H Shares		

Signed this _____ day of _____ 2005 Signature (note 5): _____

Notes:

- 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the chairman is preferred, please strike out "chairman of the Annual 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.**
- 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.
- 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.
- 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 Annual General Meeting or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

Guangdong Kelon Electrical Holdings Company Limited
3 June, 2005