Theme International Holdings Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 990)

FORM OF PROXY FOR USE BY THE SHAREHOLDERS AT THE SPECIAL GENERAL MEETING TO BE HELD AT 10TH FLOOR, HIGH FASHION CENTRE, 1-11 KWAI HEI STREET, KWAI CHUNG, N.T., HONG KONG AT 10:30 A.M. ON 25 OCTOBER 2004 (OR ANY ADJOURNMENT THEREOF).

I/We, *(Note 1)* ____

of ____

being the registered holder(s) of *(Note 2)* ______________________________ shares of HK$0.01 each in the capital of Theme International Holdings Limited (the "Company"), hereby appoint *(Note 3)* the Chairman of the meeting or ______________________________

of ____

as my/our proxy to attend and act for me/us at the special general meeting of the Company (the "SGM") to be held at 10th Floor, High Fashion Centre, 1-11 Kwai Hei Street, Kwai Chung, N.T., Hong Kong at 10:30 a.m. on 25 October 2004 and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out in the Notice convening the SGM and at such SGM to vote on my/behalf as indicated below.

Please indicate with a "✓" in the boxes provided how you wish the proxy to vote on your behalf *(Note 4)*.

	Special Resolution	FOR	AGAINST
1.	To approve the adoption of Chinese name		

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) and 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. In any proxy other than the Chairman of the SGM is desired, the appointor must delete the words "the Chairman of the SGM" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the SGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**
4. If this form is returned duly signed but without a specific indication as to how your proxy should vote, the proxy will vote or abstain on a poll to vote at his discretion.
5. This form of proxy must be signed by the appointor or his attorney duly authorized in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorized, in the case of joint holders, this form of proxy must be signed by the member whose name stands first on the register of members.
6. In order to be valid, this form of proxy together with a power of attorney, if any, under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjourned meeting.
7. Completion and return of this form of proxy will not preclude the appointor from attending and voting at the SGM. In that event this form of proxy will be deemed to have been revoked.
8. In the case of joint holders of a share, any one of such holders may vote at the SGM either in person or by proxy in respect of such share, but if one of such joint holders is present at the SGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holders.

Dated this ______________ day of ______________ 2004.

Shareholder's signature ______________________________