



KARL THOMSON HOLDINGS LIMITED
(高信集團控股有限公司*)

(Incorporated in Bermuda with limited liability)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
OF THE COMPANY TO BE HELD ON THURSDAY, 1 JUNE 2005**

I/We¹ _____
being the registered holder(s) of ² _____ shares of HK\$0.10 each in the capital of
the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ³ _____
_____ of _____

to act as my/our proxy at the Annual General Meeting of the Company to be held at Unit 701, Tower One, Lippo Centre, 89 Queensway, Hong Kong at 11:00 a.m. on Wednesday, 1 June 2006 (or at any adjournment thereof) and to vote on my/our behalf in respect of the Resolutions set out in the notice convening the said Meeting as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

Please indicate with a “√” in the spaces provided how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

ORDINARY RESOLUTIONS	FOR	AGAINST
1. To receive and consider the Financial Statements for the year ended 31 December 2005 together with the Report of the Directors and Auditors thereon.		
2. (i) To re-elect Mr. Ng Chi Kin David as a Director. (ii) To authorise the Board of Directors to fix Directors' remuneration.		
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
4. To grant to the Board of Directors a general mandate to issue and repurchase shares.		
SPECIAL RESOLUTION		
5. To approve the amendments to the Bye-laws of the Company.		

Dated _____ 2006 Signature ^{4, 5 and 6} _____

Notes:—

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to related.
3. If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE MEETING or” here and insert the name and address of the proxy desired in the space provided.
4. This form of proxy must be in writing under your hand or of your attorney duly authorised in writing or, in the case of a corporation either under its common seal or under the hand of an officer or attorney so authorised.
5. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the votes of the other joint holder(s).
6. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company’s Branch Share Registrar, Standard Registrars Limited at 26 Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
7. The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
9. Any alterations made in this form should be initialled by the person who signs it.

* for identification only