



WO KEE HONG (HOLDINGS) LIMITED

和記行(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 720)

**Form of proxy for use at the Special General Meeting to be held on
Wednesday, April 30, 2008 at 10:30 a.m. or immediately after the closing or adjournment
of the annual general meeting of the Company to be held on the same day
at the same place at 10:00 a.m., whichever is later, or any adjournment thereof**

I/We¹ _____ of _____
being holder(s) of _____² shares of HK\$1.00 each in the capital of WO KEE HONG
(HOLDINGS) LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting³ or _____
of _____

as my/our proxy to act for me/us at the Special General Meeting of the Company, to be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Wednesday, April 30, 2008 at 10:30 a.m. or immediately after the closing or adjournment of the annual general meeting of the Company to be held on the same day at the same place at 10:00 a.m., whichever is later, or any adjournment thereof, to vote for me/us and in my/in our name(s) in respect of the resolutions set out in the notice concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
1.	<p>THAT, conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in shares of HK\$0.10 each in the capital of the Company; and (ii) the publication of a notice of reduction of the issued share capital of the Company in Bermuda in accordance with the Companies Act 1981 of Bermuda (as amended) and the signing of a written resolution by all directors of the Company confirming that on the date the capital reduction is to be effective, there are no reasonable grounds for believing that the Company is and after the capital reduction would be, unable to pay its liabilities as they become due,</p> <p>(A) the issued share capital of the Company be and is hereby reduced from HK\$255,314,759 to HK\$25,531,475.90 by the cancellation of HK\$0.90 paid up capital on each issued share of HK\$1.00 in the capital of the Company so that the nominal value of each share in the capital of the Company be reduced from HK\$1.00 to HK\$0.10;</p> <p>(B) the authorised but unissued share capital of the Company shall be sub-divided by sub-dividing each authorised but unissued share of HK\$1.00 into 10 shares of HK\$0.10 each in the capital of the Company;</p> <p>(C) the directors of the Company be and are hereby authorised to transfer the credit arising from the capital reduction in the amount of approximately HK\$229,783,283.10 to the contributed surplus account of the Company;</p> <p>(D) the directors of the Company be and are hereby authorised to apply an amount equal to the accumulated loss of the Company as at April 30, 2008 standing in the contributed surplus account of the Company to set off against the accumulated loss of the Company as at that date; and</p> <p>(E) any one or more of the directors of the Company be and is hereby authorised generally to do all things appropriate to effect and implement any of the matters in Resolution Number 1(A), 1(B), 1(C) and 1(D) as set out in the notice convening the meeting.</p>		
ORDINARY RESOLUTIONS			
2.	<p>THAT, conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in the ordinary shares in the capital of the Company to be issued pursuant to this Resolution; and (ii) the passing of Resolution Number 1 as set out in the notice convening the meeting,</p> <p>(A) a sum of not more than HK\$5,106,295.10 being part of the amount standing to the credit of the contributed surplus account of the Company be capitalized and the directors of the Company be and are authorised and directed to appropriate the said sum in paying up in full at par not more than 51,062,951 new shares of HK\$0.10 each ("bonus shares"), such bonus shares to be allotted, issued and distributed, credited as fully paid, to holders of shares whose names appear on the register of members of the Company at the close of business on April 30, 2008 in the proportion of one (1) bonus share for every five (5) shares of HK\$0.10 each held immediately upon the capital reduction becoming effective and that the bonus shares shall rank for all purposes pari passu with the then issued shares; and</p> <p>(B) the directors of the Company be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the issue of the bonus shares or as they consider necessary or expedient in connection with the issue of the bonus shares or as they consider necessary or expedient in connection with the issue of the bonus shares.</p>		

* for identification purposes only

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
3.	<p>THAT, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the refreshed scheme mandate limit, the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company adopted on May 30, 2002 up to a new 10% limit be approved provided that:</p> <p>(A) the total number of shares in the share capital of the Company which may be issued upon exercise of options to be granted under such scheme after the date of the passing of this Resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this Resolution, must not exceed either: (a) 10% of the number of shares of HK\$0.10 each in the issued share capital of the Company immediately upon the capital reduction becoming effective; or (b) in the event that the capital reduction is not approved by shareholders of the Company, 10% of the number of shares of HK\$1.00 each in the existing issued share capital of the Company; and</p> <p>(B) options granted prior to the date of passing of this Resolution under the such scheme or any other share option scheme(s) of the Company shall not be counted for the purpose of calculating the refreshed scheme mandate limit and any director of the Company be and is hereby authorised to do such act and execute such document to effect the refreshed scheme mandate limit.</p>		
4.	<p>THAT a general and unconditional mandate be granted to the directors of the Company to exercise all the power to allot, issue and otherwise dealt with the new shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the day the capital reduction becoming effective; or in the event that the capital reduction is not approved by shareholders of the Company, 20% of the aggregate nominal value of the share capital of the Company as at the date of the passing of the relevant resolution.</p>		
5.	<p>THAT a general and unconditional mandate be granted to the directors of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited of up to 10% of the aggregate nominal amount of the share capital of the Company in issue on the day the capital reduction becoming effective; or in the event that the capital reduction is not approved by shareholders of the Company, 10% of the aggregate nominal value of the share capital of the Company as at the date of the passing of the relevant resolution.</p>		
6.	<p>THAT subject to the passing of Resolution Numbers 4 and 5 as set out in the notice convening the meeting, the number of shares to be allotted, issued and otherwise dealt with by the directors of the Company pursuant to Resolution Number 4 as set out in the notice convening the meeting be increased by the aggregate nominal amount of share capital of the Company which are to be repurchased by the Company pursuant to the authority granted to the directors of the Company under Resolution Number 5 as set out in the notice convening the meeting.</p>		

Dated the _____ day of _____ 2008

Signature(s)⁵ _____

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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. 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 or attorney duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong, at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. A shareholder entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote in his stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
9. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting or upon the poll concerned if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
10. Pursuant to bye-law 70 of the Bye-Laws of the Company, a poll may be demanded in relation to any resolution put to the vote of the meeting before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll:
 - (a) by the chairman of the meeting; or
 - (b) by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
 - (c) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
 - (d) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.