



LUEN THAI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

PROXY FORM

Form of proxy for use at the Extraordinary General Meeting to be held on 26 March 2009 and any adjournment thereof

I/We^(Note 1), _____

of _____

being the registered holder(s) of^(Note 2) _____ shares of US\$0.01 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____

_____ of _____

as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company to be held at Room 1004, 10/F, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on 26 March 2009 (Thursday) at 3:30 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below; and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
(a)	That the entering into of the Sale and Purchase Agreement by Sunny Force Limited (which is a wholly-owned subsidiary of the Company), the terms of the Sale and Purchase Agreement and the Transaction thereunder be and are hereby approved, confirmed and ratified; and		
(b)	That any director of the Company be and is hereby authorised to do for and on behalf of the Company all such actions as he or she may consider necessary or desirable in connection with the Sale and Purchase Agreement, the implementation of the Transaction, and to execute all such documents in connection therewith for and on behalf of the Company at his or her discretion considers to be necessary, desirable or expedient to give effect to the Transaction and all other matters in relation thereto.		

Dated this _____ day of _____

Signature^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either of the boxes in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his discretion or abstain. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney 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.
- To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof must be deposited at **Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong** not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes 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.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.