



# 粵海制革有限公司

## GUANGDONG TANNERY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

### Form of proxy for the Annual General Meeting to be held on Tuesday, 15 June 2004 at 2:30 p.m.

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>(Note 2)</sup> of  
HK\$0.10 each (the "Ordinary Shares") in the share capital of GUANGDONG TANNERY LIMITED (the "Company") HEREBY APPOINT  
THE CHAIRMAN OF THE MEETING<sup>(Note 3)</sup> or, failing him, \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Annual General Meeting (the "Meeting") (and at any adjournment thereof) of the Company to  
be held at The Harbour Room, 3rd Floor, The Ritz-Carlton, Hong Kong, 3 Connaught Road Central, Hong Kong on Tuesday, 15 June 2004 at  
2:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General 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<sup>(Note 4)</sup>,  
or if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	To receive and consider the audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2003.			
2.	(i) To re-elect Dr. Wu Jiesi as a Director.	(i)	(i)	(i)
	(ii) To re-elect Mr. Zhang Chungting as a Director.	(ii)	(ii)	(ii)
	(iii) To re-elect Mr. Chen Hong as a Director.	(iii)	(iii)	(iii)
	(iv) To re-elect Mr. Chan Hee Kwan as a Director.	(iv)	(iv)	(iv)
	(v) To re-elect Mr. Cheng Hok Lai James as a Director.	(v)	(v)	(v)
	(vi) To authorise the Board to fix the remuneration of Directors.	(vi)	(vi)	(vi)
3.	To re-appoint Ernst & Young as auditors and to authorise the Directors to fix their remuneration.			
4.	To grant a general mandate to the Directors to issue shares in the Company.			
5.	To grant a general mandate to the Directors to issue, upon the exercise of the options to be granted under the Company's Share Option Scheme, not exceeding 10% of the existing issued share capital.			
6.	To amend the articles of association of the Company.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004 Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares registered in your name(s).
- If any proxy other than the Chairman 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. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN, TICK THE APPROPRIATE BOXES MARKED "ABSTAIN".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion or abstain from voting. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of Annual General Meeting.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders of any Ordinary Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and 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).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be lodged at the share registrar and share transfer office of the Company, Tengis Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.