



有利集團有限公司#
Yau Lee Holdings Limited

(Incorporated in Bermuda with limited liability)
 (Stock Code: 00406)

**FORM OF PROXY FOR SPECIAL GENERAL MEETING
 TO BE HELD ON 12 FEBRUARY 2008 AND AT ANY ADJOURNMENT THEREOF**

No. of shares to which this Proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
 of _____
 being (a) register shareholder(s) of YAU LEE HOLDINGS LIMITED (the "Company") hereby appoint ^(Note 3) the Chairman of the Meeting or _____
 of _____
 as my/our proxy to attend for me/us and on my/our behalf at the Special General Meeting of the Company ("the Meeting") to be held at 10th Floor, Tower I, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 12 February 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at the Meeting, or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTION	For ^(Note 4)	Against ^(Note 4)
(a) To approve, rectify and confirm the entering into of and the terms and conditions of and the transactions contemplated under the Agreement (as defined in the circular of the Company dated 18 January 2008 (the "Circular"); and		
(b) To authorise any one director of the Company, or if the affixation of the common seal is necessary, a director and the Secretary of the Company or such person or persons as authorised by the board of directors of the Company, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such other acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement as he/she/they may consider necessary, desirable or expedient.		

Dated this _____ day of _____ 2008. Signature ^(Note 5) _____

- Notes:
- 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 the shares in the capital of the Company registered in your name(s).
 - Please insert full name(s) and address(es) in BLOCK CAPITALS.
 - If any proxy other than the Chairman of the Meeting is preferred, strike out the relevant reference 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. A proxy need not be a member of the Company. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.
 - IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE APPROPRIATE BOXES. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the Resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
 - This form of proxy must be signed under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised on that behalf.
 - If two or more persons are jointly entitled to a share of the Company and are present at the meeting, only the joint holder whose name stands first in the Register of Member of the Company in respect of the joint holding is entitled to vote at the Meeting.
 - To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority must be deposited at the principal place of business of the Company at 10th Floor, Tower I, Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
 - Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

for identification only