



TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED

至卓國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 2323)

Special General Meeting Form of Proxy

Form of proxy for the Special General Meeting (“Meeting”) of Topsearch International (Holdings) Limited (“Company”) to be held at Fuji Room, Pacific Place, Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 5 June 2006 at 9:30 a.m..

I/We ^(note 1) _____
of _____
being the holder(s) of _____ ^(Note 2) shares of HK\$0.10 each
in the share capital of the Company, HEREBY APPOINT _____ ^(note 3) of

_____ or the Chairman of the Meeting ^(note 4) as my/our proxy/proxies to vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof) to be held at Fuji Room, Pacific Place, Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 5 June 2006 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the Resolution 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 Ordinary Resolution as hereunder indicated.

ORDINARY RESOLUTION	FOR ^(note 5)	AGAINST ^(note 5)
The Ordinary Resolution set out in the Notice convening the Meeting.		

Dated this _____ day of _____ 2006. Signature ^(note 8): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 7 below).
2. Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on poll, vote on his behalf. A proxy need not be a shareholder of the Company.
4. If any proxy other than the Chairman is preferred, strike out “or the Chairman of the Meeting” herein inserted 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 WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his votes at his discretion.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions contained herein, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be delivered to the office of the Company’s branch share registrars in Hong Kong, Tengis Limited, situate at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto, and if more than one of such joint holders be present at the Meeting personally or by proxy that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share of the Company shall alone be entitled to vote in respect thereof.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.

* For identification purposes only