



UDL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 620)

Form of proxy for use at the Special General Meeting of UDL Holdings Limited (“Company”) convened to be held at Room 306, 3rd Floor, Hong Kong International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon Bay, Hong Kong on 14 February 2006 at 9:45 a.m. (and any adjournment thereof) (“Meeting”)

I/We (Note 1) _____
of _____
being the registered holder(s) of _____
shares (Note 2) of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (Note 3) _____
of _____
as my/our proxy to vote and act for me/us at the Meeting (and any adjournment thereof) to be held at Room 306, 3rd Floor, Hong Kong International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon Bay, Hong Kong on 14 February 2006 at 9:45 a.m. for the purposes of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at the Meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below (Note 4).

ORDINARY RESOLUTION (Note 4)	For	Against
The ordinary resolution as set out in the notice of the Meeting dated 27 January 2006		

Dated this _____ day of _____ 2006 Signed _____

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). 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).
3. If any proxy other than the Chairman is preferred, please delete 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 INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”. Failure to complete the box will entitle your proxy to cast his 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 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 the case of joint holders, this form of proxy may be signed by any joint holder, but 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.
7. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) which it is signed or a notarially certified copy thereof, must be deposited at the Company’s share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the Meeting.
8. The proxy must attend the Meeting in person to represent you but need not to be a member of the Company.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting (and any adjournment thereof) if you so wish.