



UDL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 620)

Form of proxy for use at the Annual General Meeting to be held on 29th December 2006

I/We (Note 1) _____
of _____
being the registered holder(s) of _____
shares (Note 2) of HK\$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 vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the
said Company to be held at Room 706, 7th Floor, Hong Kong International Trade & Exhibition Centre, No. 1
Trademark Drive, Kowloon Bay, Hong Kong on 29th December 2006 at 10:00 a.m. for the purposes of considering
and, if thought fit, passing the resolutions set out in the Notice convening the said 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 (Note 4).

RESOLUTIONS (Note 4)		For	Against
1.	To receive the audited consolidated financial statements and the report of the Directors and the auditors for the year ended 31st July 2006		
2.	To re-elect Mr. Leung Chi Hong, Jerry as Director		
3.	To re-elect Miss Leung Chi Yin, Gillian as Director		
4.	To authorize fixing of Directors' remuneration		
5.	To re-appoint CCIF CPA Limited as the Company's auditors and to authorise the Directors to fix their remuneration		
6.	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company.		
7.	To grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares of the Company.		
8.	To extend the general mandate granted by resolution no. 7 by adding the shares purchased pursuant to the general mandate granted by resolution no. 6.		
9.	Refresh the limit on grant of options under the Share Option Scheme.		
SPECIAL RESOLUTION			
10.	To consider and approve the amendments to the Company's Bye-Laws		

Dated this _____ day of December 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, strike out "The Chairman of the Meeting" here 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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 BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those 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 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 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 and need not to be member of the Company.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.