



# UDL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 620)

## PROXY FORM FOR SPECIAL GENERAL MEETING

Number of shares to which this proxy form relates <sup>1</sup>	
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I/We, <sup>2</sup> \_\_\_\_\_

of \_\_\_\_\_

being registered shareholder(s) in the share capital of UDL Holdings Limited, hereby appoint <sup>3</sup> \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the special general meeting of the Company to be held at Meeting Room 6, 7th Floor, Kowloonbay International Trade & Exhibition Centre, No. 1 Trademark Drive, Kowloon Bay, Kowloon, Hong Kong on 23 June 2011 at 10:00 a.m. and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an “✓” in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To consider and approve the conditional sale and purchase agreement dated 26 April 2011 made between a wholly owned subsidiary of the Company, Sunfill Limited as Purchaser and Culture Resources Development Company Limited as Vendor in respect of the sale and purchase of the entire issued share capital of and debts due by Silk Road Development Company Limited (“Sale and Purchase Agreement”); and to authorise the directors of the Company (the “Directors”) to do all such acts and things, to sign and execute all such further documents including but not exclusively, issuance of the promissory note by Sunfill Limited to the Vendor in the amount and form as set out in the Sale and Purchase Agreement and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement or any of the transactions contemplated under that agreement.		

Dated: \_\_\_\_\_

Signature<sup>5</sup>: \_\_\_\_\_

### Notes:

1. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your names.
2. Please insert full name(s) and address(es) in BLOCK CAPITALS as shown in the register of members of the Company.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be in initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form 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 its legal representative, director(s) or duly authorised attorney(s) to it.
6. To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by not less than 48 hours before the time appointed for the holding of the meeting or any adjournment of it (as the case may be).