



UDL HOLDINGS LIMITED

太元集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 620)

PROXY FORM FOR ANNUAL GENERAL MEETING

Number of shares to which this proxy form relates ^(Note 1)

I/We, ^(Note 2) _____ of _____ being registered shareholder(s) in the share capital of UDL Holdings Limited, hereby appoint ^(Note 3) _____ of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at Meeting Room 727, 7th Floor, Kowloonbay International Trade & Exhibition Centre, No. 1 Trademark Drive, Kowloon Bay, Hong Kong on 6 December 2012 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 resolutions as indicated by a "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

ORDINARY RESOLUTIONS			FOR ^(Note 4)	AGAINST ^(Note 5)
1.	To receive the audited consolidated financial statements and the report of the directors and the auditors for the year ended 31 July 2012	1.		
2.	Re-election of retiring directors			
	a. To re-elect Mrs. Leung Yu Oi Ling, Irene as an executive director	2a.		
	b. To re-elect Miss Leung Chi Yin, Gillian as an executive director	2b.		
	c. To re-elect Ms. Tse Mei Ha as an independent non-executive director	2c.		
3.	To authorise the board of directors to fix the remuneration of the directors	3.		
4.	To consider and approve the re-appointment of CCIF CPA Limited as the Company's auditors and to authorise the board of directors to fix their remuneration	4.		
5.	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company	5.		
6.	To grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares of the Company	6.		
7.	To extend the general mandate granted by resolution No. 6 by adding the shares purchased pursuant to the general mandate granted by resolution No. 5	7.		
8.	To consider and approve the termination of the existing Share Option Scheme 2002 of the Company adopted on 31 December 2002 and to authorize the board of directors of the Company to take such acts as may be necessary or expedient.	8.		
9.	To consider and approve the adoption of a new share option scheme of the Company (the "Share Option Scheme 2012") and to authorize the board of directors of the Company to administer the Share Option Scheme 2012, to grant options thereunder, to allot, issue and deal with the shares of the Company pursuant to the exercise of any option granted thereunder and to take such acts as may be necessary or expedient.	9.		

Dated: _____ Signature ^(Note 6): _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy form relates. 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 name(s).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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.
- 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.
- 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
- In case of joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Annual General Meeting personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the office of 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 not less than 48 hours before the time appointed for holding of the Annual General 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 Annual General Meeting should you so wish and in such event, this form of proxy shall be deemed to be revoked.