



**Kwong Hing International Holdings  
(Bermuda) Limited**

**廣興國際控股有限公司\***

(incorporated in Bermuda with limited liability)

(Stock Code: 1131)

**FORM OF PROXY FOR SPECIAL GENERAL MEETING**

**Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of Kwong Hing International Holdings (Bermuda) Limited (the “Company”) to be held at Unit C-D, 8th Floor, Mai Shun Industrial Building, 18-24 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 21 April 2010 at 9 a.m. and at any adjournment thereof.**

I/We (note a) \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ (note b)

ordinary shares of HK\$0.1 each in the Company hereby appoint the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf (note c) at the

Meeting to be held on Wednesday, 21 April 2010 at 9:00 a.m. and at any adjournment thereof, on the resolutions, with or without modifications, referred to in the notice convening the Meeting (the “Notice”), or if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

Special Resolution		For	Against
1.	To approve the re-classification and re-designation of the existing share capital of the Company of HK\$500,000,000 divided into 5,000,000,000 ordinary shares (each an “Ordinary Share”) of HK\$0.1 each into (i) 4,500,000,000 ordinary shares of HK\$0.1 each and (ii) 500,000,000 convertible preference shares (each a “Convertible Preference Share”) of HK\$0.1 each, to approve that the Convertible Preference Shares shall carry the rights and restrictions attached thereto as set out in the circular, and to authorise the directors to do all things necessary for implementation of the aforesaid		
Ordinary Resolutions		For	Against
2.	To approve, confirm and ratify the Mine Acquisition Agreement, the Mine Supplemental Agreement, and the transactions contemplated thereunder (including but not limited to the Mine Acquisition, the issue of the promissory notes, the issue of the convertible bonds, the issue and allotment of the Convertible Preference Shares and the issue and allotment conversion shares), and to authorise the directors to do all things necessary for implementation of the aforesaid		
3.	To approve, confirm and ratify the Ship Acquisition Agreement, and the transactions contemplated thereunder (including but not limited to the Ship Acquisition), and to authorise the directors to do all things necessary for implementation of the aforesaid		
4.	To approve, confirm and ratify the Charter Party Agreement, and the transactions contemplated thereunder (including but not limited to the annual caps for the two years ending 31 March 2012), and to authorise the directors to do all things necessary for implementation of the aforesaid		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2010

Shareholder’s signature x \_\_\_\_\_ x (notes e, f, g and h)

**Notes:**

- a Please insert full name(s) and address(es) in BLOCK CAPITALS.
- b Please insert the number of shares registered in your name(s) 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 in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of that other person appointed in the space provided.
- d If you wish to vote for the resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolution, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the Notice.
- e In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or signed by a duly authorised officer or attorney.
- g In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- h Any alteration made to this form of proxy must be initialed by the person who signs the form.
- i Completion and return of this proxy will not preclude you from attending in person and voting at the Meeting.

\* For identification purposes only