



利記控股有限公司 Lee Kee Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 637)

Second Form of Proxy for the Annual General Meeting to be held at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 31st May 2007 at 3:00 p.m.

I/We¹ _____ of _____

being the registered holder(s) of ² _____ shares of HK\$0.10 each in the capital of Lee Kee Holdings Limited (the "Company"), hereby appoint ³ _____ of _____

or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the Annual General Meeting (and at any adjournment thereof) of the Company to vote for me/us in my/our name(s) in respect of the resolutions referred to in the Notice of the Annual General Meeting (with or without modifications) in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited Consolidated Financial Statements of the Company and its subsidiaries and the Reports of the Directors and the Auditors for the year ended 31st December 2006.		
2.	To declare final and special dividends of HK11.93 cents per share for the year ended 31st December 2006.		
3A.	To re-elect the following Directors:		
	(i) Ms. MA Siu Tao		
	(ii) Mr. NG Tze For		
	(iii) Mr. LEUNG Kwok Keung		
	(iv) Mr. HU Wai Kwok ⁵		
3B.	To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot and issue additional shares of the Company not exceeding 20 per cent. of the issued share capital of the Company.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
7.	To extend the general mandate to the Directors to allot and issue additional shares of the Company by an amount equal to the nominal amount of shares repurchased by the Company.		

Dated this _____ day of _____ 2007 Signature(s) ⁸ _____

Notes:

- Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please fill in the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is stated, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please fill in the full name and address of the proxy (who must be an individual) in **BLOCK CAPITALS**. **IF NO NAME IS GIVEN, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. The proxy need not be a member of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PUT A "✓" IN THE BOX MARKED "For" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PUT A "✓" IN THE BOX MARKED "Against" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- Mr. Hu was appointed as an Independent Non-executive Director on 14th May 2007 and the resolution regarding his re-election was not included in the form of proxy sent together with the Annual Report 2006 of the Company (the "First Proxy Form").
- To be valid, this Second Proxy Form, together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Branch Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar") at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- If more than one joint holders of a share are present at the meeting personally or by proxy, the joint holder so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote.
- This Second Proxy Form must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- Completion and delivery of this Second Proxy Form shall not preclude you from attending and voting in person if you so wish.
- Any alterations to this Second Proxy Form must be initialled by the person who signs it.
- If you have already lodged the First Proxy Form sent together with the Annual Report 2006, you should note that:**
 - If no Second Proxy Form is lodged with the Branch Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his discretion or abstain from voting on any resolution properly put to the Annual General Meeting.
 - If the Second Proxy Form is lodged with the Branch Share Registrar not less than 48 hours prior to the time appointed for holding the Annual General Meeting, i.e. 3:00 p.m. on Tuesday, 29 May 2007 ("Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by you. The Second Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed.
 - If the Second Proxy Form is lodged with the Branch Share Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, you are advised not to lodge the Second Proxy Form after the Closing Time. If you wish to vote at the Annual General Meeting, you will have to attend in person and vote at the Annual General Meeting yourselves.
- The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its sole discretion) is not material as being valid. If you have any queries about the validity of the proxy form deposited, you may contact the Branch Share Registrar at 28628628.