



# EASYKNIT INTERNATIONAL HOLDINGS LIMITED

## 永義國際集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 1218)

### FORM OF PROXY

#### For use at the Annual General Meeting to be held on Thursday, 5 July 2012 and at any adjournment thereof

I/We <sup>(1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.10 each in the capital of Easyknit International Holdings Limited (the "Company") HEREBY APPOINT <sup>(3)</sup> the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, 5 July 2012 at 9:30 a.m. (the "Meeting") (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions 1 to 8 as Ordinary Resolutions as set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 March 2012.		
2.	To declare a final dividend for the year ended 31 March 2012.		
3.	To re-elect Tse Wing Chiu Ricky as a non-executive director.		
4.	To re-elect Mr. Hon Tam Chun as an independent non-executive director.		
5.	To authorise the board of directors to fix the directors' remuneration for the year ending 31 March 2013.		
6.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration.		
7(A).	To grant a general mandate to the directors to allot and issue new shares of the Company. <sup>#</sup>		
7(B).	To grant a general mandate to the directors to repurchase shares of the Company. <sup>#</sup>		
7(C).	To add the aggregate nominal amount of share capital repurchased by the Company to the aggregate nominal amount of share capital to be allotted and issued by the directors. <sup>#</sup>		
8.	Approve and adopt the 2012 Share Option Scheme <sup>#</sup>		

<sup>#</sup> Full text of the relevant resolutions is set out in the notice dated 30 May 2012 convening the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signature(s)<sup>(5)</sup>: \_\_\_\_\_

#### 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 capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box or insert a number will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting and/or any adjournment thereof other than those referred to in the notice convening the meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's principal place of business in Hong Kong at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong not less than 48 hours before the time for holding the said meeting and in default the instrument of proxy shall not be treated as valid.
7. Where there are joint registered holders of any share, any one of such persons may vote at the 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 be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. Any shareholder of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
9. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification only