

長江製衣有限公司

YANGTZEKIANG GARMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00294)

FORM OF PROXY USE FOR ANNUAL GENERAL MEETING

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ shares of HK\$0.50 each in the
share capital of YANGTZEKIANG GARMENT LIMITED (the “Company”) hereby appoint (note 3) the Chairman of the Meeting
or _____
of _____
or failing him _____
of _____

to act as my/our proxy to attend, act and vote on my/our behalf as directed below at the Annual General Meeting of the Company (the “Meeting”) to be held at Yau Yat Chuen Garden City Club, 7 Cassia Road, Yau Yat Chuen, Kowloon, Hong Kong on Friday, 14 September 2012 at 12:00 noon and at any adjournment thereof for the purpose of considering and, if thought fit, with or without amendment or modification passing the resolutions set out in the notice convening the said Annual General Meeting (the “Notice of Annual General Meeting”).

Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast on a poll. Should this form of proxy be returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 March 2012.		
2.	To approve and declare a final dividend for the year ended 31 March 2012.		
3.	(a) (i) To re-elect Dr. Chan Sui Kau as executive director. (ii) To re-elect Mr. Chan Wing Sun, Samuel as executive director. (iii) To re-elect Mr. So Ying Woon, Alan as executive director. (iv) To re-elect Mr. Sze Cho Cheung, Michael as independent non-executive director.		
	(b) To authorise the board of directors of the Company to fix the remuneration of directors and any committees of directors.		
4.	To re-appoint KPMG as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
5(A).	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company.		
5(B).	To grant a general mandate to the board of directors of the Company to allot, issue and deal with the shares of the Company.		
5(C).	To extend, conditional upon the passing of resolutions 5(A) and 5(B), the nominal amount of shares repurchased under resolution 5(A) to the mandate granted to the board of directors of the Company under resolution 5(B).		
SPECIAL RESOLUTIONS			
6.	To approve the amendments to the articles of association of the Company.		
7.	To adopt the amended and restated articles of association of the Company.		

Dated the _____ day of _____ 2012.

Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company to which this form of proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. The proxy need not be a member of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- Any member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding and this form of proxy must be signed by the member whose name stands first on the register of member of the Company.
- This form of proxy must be signed by the appointor or his attorney duly authorised in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 power of authority must be dispatched at the registered office of the Company at 22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong by not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Any alterations made in this form of proxy should be initialled by the person who sign it. Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
- The Notice of Annual General Meeting is set out in the circular of the Company dated 26 July 2012.