



TECHNOLOGY

EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED

(志鴻科技國際控股有限公司)\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 16 DECEMBER 2004

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary shares (the "Shares") of HK\$0.10 each in the capital of Excel Technology International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3), or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting of the Company to be held at 2:30 p.m. on Thursday, 16 December 2004 at 5/F, 663 King's Road, North Point, Hong Kong (or at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

Table with 3 columns: Special resolution, FOR (Note 4), and AGAINST (Note 4). The resolution is 'To approve amendments to the Bye-Laws of the Company.'

Signature(s) (Note 5) \_\_\_\_\_

Date \_\_\_\_\_

Notes:

- 1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the principal place of business of the Company at 5/F, 663 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
7. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
8. 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 its seal or under the hand of an officer, attorney or other person authorized to sign the same.
9. No instrument appointing a proxy shall be valid after expiration of twelve months from the date named in its as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.
10. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

\* For identification only