



# Yip's Chemical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 408)

## PROXY FORM for the Annual General Meeting of 24 August 2009

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the Meeting, or<sup>(3)</sup> \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (and at any adjournment thereof) to be held at 3:00 p.m. on 24 August 2009 at Lavender Room, 27th Floor, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong and to vote in respect of the following resolutions as indicated:

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	to approve the consolidated audited financial statements for the year ended 31 March 2009 and the reports of the directors (the "Directors") and the independent auditors (the "Auditors") of the Company thereon		
2.	to declare a final dividend for the year ended 31 March 2009		
3.	to re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditors and to authorise the board of Directors to fix their remuneration		
4.	(a) to re-elect Mr. Ip Chi Shing, Tony as an executive Director		
	(b) to re-elect Ms. Ip Fung Kuen as an executive Director		
	(c) to re-elect Mr. Yip Tsz Hin, Stephen as an executive Director		
	(d) to re-elect Mr. Ng Siu Ping, George as an executive Director		
	(e) to re-elect Mr. Li Chak Man, Chuck as an independent non-executive Director of the Company to hold office for a fixed term until the conclusion of the 2011 annual general meeting of the Company which will be held no later than 30 September 2011		
5.	to authorise the board of Directors to fix the Directors' remuneration		
6.	to grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company up to a maximum of 20% of the issued share capital of the Company (the "General Allotment Mandate") as set out in item 6 of the Notice of Annual General Meeting dated 22 July 2009		
7.	to grant the repurchase mandate to the Directors to repurchase shares of the Company up to a maximum of 10% of the issued share capital of the Company (the "Repurchase Mandate") as set out in item 7 of the Notice of Annual General Meeting dated 22 July 2009		
8.	to approve the addition to the General Mandate the number of shares repurchased by the Company under the Repurchase Mandate (the "General Extension Mandate") as set out in item 8 of the Notice of Annual General Meeting dated 22 July 2009		

Dated \_\_\_\_\_

Signature<sup>(5)(6)(7)(8)</sup> \_\_\_\_\_

### Notes:-

- Full name(s) and address(es) to be inserted in block capitals.
- 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 Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please indicate with an "x" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with an "x" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
- In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of 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.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the head office and principal place of business of the Company at Yip's Chemical Building, 13 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, the form of proxy will be deemed to have been revoked.