



# PACIFIC TEXTILES HOLDINGS LIMITED

## 互太紡織控股有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.001 each in the capital of Pacific Textiles Holdings Limited (the "Company"), HEREBY APPOINT the Chairman of the Meeting or failing him, <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my /our proxy to attend and vote for me /us and on my /our behalf at the extraordinary general meeting of the Company to be held on Friday, 29 April 2011 (the "Meeting") and at any adjournment thereof on the undermentioned resolutions as indicated: -

| Ordinary Resolutions <sup>(Note 8)</sup> |   | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> |
|--|---|-------------------------|-----------------------------|
| 1.                                       | To approve, confirm and ratify the proposed revised annual caps for the Continuing Connected Transactions (as defined in the circular to the shareholders of the Company dated 11 April 2011 (the "Circular")) for each of the three years ending 31 March 2013.  |                         |                             |
| 2.                                       | To approve the Pre-IPO Private Placement (as defined in the Circular) and the PT Sri Lanka IPO (as defined in the Circular).  |                         |                             |
| 3.                                       | To approve the waiver from the strict compliance with the assured entitlement requirement under Practice Notice 15 (as defined in the Circular) in respect of the PT Sri Lanka IPO in connection with the proposed spin-off of PT Sri Lanka (as defined in the Circular) for separate listing on the Main Board of the Colombo Stock Exchange.<br><small>(Note 9)</small> |                         |                             |

Dated \_\_\_\_\_

Signature(s) \_\_\_\_\_ <sup>(Note 5)</sup>

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$ 0.001 each in Company registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- To appoint you own proxy, strike out the words "the Chairman of the Meeting of failing him," and insert the name and address of the proxy desired in the space provide. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Please indicate with a "✓" in the appropriate box beside each of the resolutions how you wish your proxy to vote on your behalf. In the absence of any such indication, your proxy will vote for or against the resolution or will abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- This proxy form 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 or attorney or other person duly authorised.
- In order to be valid, a proxy form together with a power of attorney, if any, under which is signed or a notarially certified copy of such power of authority must be deposited with the Company Secretary at the Company's head office at 7th Floor, Block B, Eastern Sea Industrial Buildings, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- Full text of each resolution is set out in the notice of extraordinary general meeting incorporated in the Circular.
- Ordinary Resolution 3 can only be voted by the Minority Shareholders of the Company. Minority Shareholders refer to the Shareholders, other than the Directors (excluding the independent non-executive Directors), chief executive of the Company and their respective associates.

\* For identification only