



# AV CONCEPT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 595)

## Form of proxy for use at the Annual General Meeting to be held on 2 August 2010

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares <sup>(Note 2)</sup> of HK\$0.10 each in the share capital of the above-named Company, **HEREBY APPOINT THE  
CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting (the "Meeting") of the Company to be held at The Conference Room, 6th Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Hong Kong on Monday, 2 August 2010 at 11:00 a.m. (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup>.

	RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Group for the year ended 31 March 2010.		
2.	a. To re-elect Mr. Charles Edward Chapman as director.		
	b. To authorise the board of directors to fix the directors' remuneration.		
3.	To re-appoint Ernst & Young auditors and to authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the directors to issue and allot additional shares of the Company not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
5.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this resolution.		
6.	To extend the general mandate granted to the directors to issue shares under resolution 4 by the number of shares repurchased under resolution 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010 Signed \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" here and insert the name and address of the proxy desired in the space provided. A member may appoint any number of proxies to attend in his stead at the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution properly put to the Meeting.
- 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 executed under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- On a show of hands every member of the Company present in person or by proxy or being a corporation, is present by its duly authorised representative, shall have one vote and on a poll every member of the Company present in person or by proxy or, in the case of a member of the Company being a corporation, by its duly authorised representative, shall have one vote for every fully paid share for which he is the holder.
- In the 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 of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.