

# PRINCE CATERING AND MANAGEMENT (OVERSEAS) LIMITED

*(Incorporated in the British Virgin Islands under the International Business Companies Act 1984 (as amended) with company number 660106 and automatically re-registered as a business company under the Business Companies Act 2004 of the British Virgin Islands since 1 January 2007)*

**FORM OF PROXY FOR USE BY SHAREHOLDERS OF PRINCE CATERING AND MANAGEMENT (OVERSEAS) LIMITED (THE "COMPANY") AT THE GENERAL MEETING OF THE COMPANY (THE "MEETING") TO BE HELD AT THE OFFICE OF WH IRELAND LIMITED, 11 ST. JAMES'S SQUARE, MANCHESTER M2 6WH ON 9 OCTOBER 2008 AT 10.00 A.M.**

I/We (note (1)) .....

of .....

being the registered holder(s) of (note (2)) .....shares of US\$0.04 each in the capital of the Company ("Share(s)"), hereby appoint (note (3)) the chairman of the Meeting or

.....

of .....

to act as my/our proxy for the Meeting to be held at the office of WH Ireland Limited, 11 St James's Square, Manchester, M2 6WH on 9 October 2008 at 10.00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with an "X" in the spaces provided how you wish the proxy to vote on your behalf.

Resolution	FOR	AGAINST
<p><b>1. AS A SPECIAL RESOLUTION THAT,</b> the proposed cancellation of Admission of the Company's Existing Ordinary Shares from AIM, a market of the London Stock Exchange plc by the Company (as detailed in a circular to shareholders dated 16 September 2008) be approved and the Directors of the Company are authorised to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary and/or desirable in order to implement and complete such cancellation of Admission.</p>		

I/we also hereby authorise/do not authorise\* my/our said proxy to vote for me/us on my/our behalf in respect of any other resolutions and/or amended resolutions in his absolute discretion at the General Meeting, or at any adjournment thereof.

Dated this ..... day of ..... 2008.

Shareholder's Signature: .....(notes (4) and (5))

**Notes:**

1. Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS.
2. Please insert the number of shares registered in your name(s) in each class; if no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. A proxy need not be a member of the Company. If a proxy other than the chairman of the Meeting is appointed, the appointor must delete the words "the chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided.
4. In the case of joint registered holders, 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 holder(s). For this purpose, seniority shall be determined by the order in which the names stated in the Register of Members of the Company in respect of such joint holding.
5. This form of proxy must be signed by the appointor, or his attorney duly authorised, in writing, or if such appointor is a corporation, either under its common seal, or under the hand of an officer or attorney so authorised.
6. If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion. The proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
7. In order to be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be delivered for the attention of Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4BR, United Kingdom, not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.

BUSINESS REPLY SERVICE  
Licence No. MB122

**Capita Registrars**  
**PO Box 25**  
**Proxy Department**  
**Beckenham**  
**Kent**  
**BR3 4BR**

