



千里眼控股有限公司 TeleEye Holdings Limited

(incorporated in the Cayman Islands with limited liability)
(the "Company")
(Stock code: 8051)

PROXY FORM FOR THE ANNUAL GENERAL MEETING OF 24 OCTOBER 2008

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each in the capital of the Company hereby appoint the Chairman of the Meeting, or ⁽³⁾ _____
of _____
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 Flat 202-203, Floor 2, Laford Centre, 838 Lai Chi Kok Road, Kowloon, Hong Kong on Friday, 24 October 2008 at 10:30 a.m. and to vote in respect of the following resolutions as indicated:

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	to adopt the audited consolidated financial statements for the year ended 30 June 2008 and the reports of the Directors (the "Directors") and the auditors (the "Auditors") of the Company thereon		
2.	to re-elect Mr. Ho Ka Ho, one of the retiring Directors		
3.	to re-elect Dr. Chan Cheung Fat, one of the retiring Directors		
4.	to authorize the Board of Directors to fix the directors' remuneration		
5.	to re-appoint Messrs. HLB Hodgson Impey Cheng as the Auditors and to authorise the Board of Directors to fix their remuneration		
6.	to extend 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 aggregate nominal value of the share capital of the Company in issue (the "General Mandate") as set out in item 4 of the Notice of Annual General Meeting		
7.	to extend the repurchase mandate to the Directors to repurchase shares of the Company up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue (the "Repurchase Mandate") as set out in item 5 of the Notice of Annual General Meeting		
8.	to approve the addition to the General Mandate of an amount representing the aggregate nominal amount of the share capital as represented by Shares of the Company repurchased by the Company under the Repurchase Mandate as set out in item 6 of the Notice of Annual General Meeting		

Dated _____

Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in block capitals.
2. 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
4. **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.
5. 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.
6. 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.
7. 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 certified copy thereof must be deposited at the Company's Branch Share Registrar in Hong Kong at Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong 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.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.