

CHALLENGER GROUP HOLDINGS LIMITED

挑戰者集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8203)

Proxy Form for use at the Annual General Meeting on 18th September, 2008

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2) of HK\$0.01 each in the capital of
CHALLENGER GROUP HOLDINGS LIMITED (“Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(note 3) _____
of _____
as my/our proxy to attend the Annual General Meeting of the Company (and at any adjournment thereof) to be held at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Thursday, the 18th day of September, 2008 at 10:30 a.m. and to vote for me/us and in my/our name(s) as indicated below ^(note 4).

		For ^(note 4)	Against ^(note 4)
1.	To receive and consider the financial statements and the report of the directors and independent auditor’s report for the year ended 31st March, 2008.		
2.	(a) To re-elect Mr. TSE Chun Sing as director		
	(b) To re-elect Mr. WU Kam Hung as director		
	(c) To re-elect Mr. YANG Geyan as director		
	(d) To re-elect Mr. SIU Siu Ling, Robert as director		
	(e) To re-elect Dr. WONG Yun Kuen as director		
	(f) To authorize the board of directors to fix the remuneration of directors		
3.	To re-appoint auditors and to authorize the board of directors to fix the remuneration of auditors		
4.	Ordinary Resolution in item 4 of the notice of annual general meeting (To grant a general mandate to the directors to allot and issue new shares of the Company)		
5.	Ordinary Resolution in item 5 of the notice of annual general meeting (To grant a general mandate to the directors to repurchase shares of the Company)		
6.	Ordinary Resolution in item 6 of the notice of annual general meeting (To extend the general mandate granted to the directors to issue new shares of the Company)		
7.	Special Resolution in item 7 of the notice of annual general meeting (To approve the amendments to the existing articles of association of the Company)		

Dated the _____ day of _____ 2008 Shareholder’s Signature ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your 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.
5. This proxy form must be signed by you or your attorney duly authorized 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 duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited with the branch share Registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
8. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting should you so wish.

* for identification purpose only