

USI HOLDINGS LIMITED

富聯國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

PROXY FORM

Annual General Meeting to be held on 6 June 2008

I/We ^(Note 1), _____

of _____

being the registered holder(s) of ^(Note 2) _____

shares of HK\$0.50 each in the share capital of USI Holdings Limited (the "Company") hereby appoint ^(Note 3) THE CHAIRMAN OF THE MEETING or _____ (name)

of _____ (address)

as my/our proxy to act for me/us at the Annual General Meeting of the Company to be held at Victoria IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street Central, Hong Kong on 6 June 2008 at 10:00 a.m. (and at any adjournment thereof), and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited financial statements and the Reports of the Directors and Auditor for the year ended 31 December 2007.		
2.	To declare a final dividend in respect of the year ended 31 December 2007.		
3.	(a) To re-elect Mr. Cheng Man Piu, Francis as Director.		
	(b) To re-elect Mr. Kwok Ping Luen, Raymond as Director.		
	(c) To re-elect Mr. Hong Pak Cheung, William as Director.		
	(d) To re-elect Mr. Yeung Kit Shing, Jackson as Director.		
	(e) To re-elect Mr. Chow Wai Wai, John as Director.		
	(f) To re-elect Mr. Loh Soo Eng as Director.		
	(g) To fix the amount of the Directors' fee for the year ending 31 December 2008.		
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorize the Directors to fix Auditor's remuneration.		
5.	To grant a general mandate to the Directors to exercise powers of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To grant a general mandate to the Directors to allot and issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors to allot and issue additional shares of the Company by the number of Shares repurchased.		

Date: _____

Signature(s) ^(Note 5) _____

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 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 of the meeting is preferred, please delete the words "**THE CHAIRMAN OF THE MEETING**" 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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, 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 to the resolutions referred to in the notice convening the meeting which has been properly put to 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 or other person duly authorized.
6. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, either 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 shares(s) shall alone be entitled to vote in respect thereof.
7. In order to be valid, this proxy form and any power of attorney (if any) or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Directors, must be delivered to the Company's Hong Kong Branch Share Registrars, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
8. The proxy need not be a shareholder of the Company but must present in person to represent you.
9. Completion and return of this proxy form will not preclude you from attending and voting in person at the meeting (or any adjournment thereof).

* For identification purpose only