

**USI Holdings Limited**  
**富聯國際集團有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 369)**

**PROXY FORM**  
**Special General Meeting to be held on 6 June 2008**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
shares of HK\$0.50 each in the share capital of USI Holdings Limited (the "Company") hereby appoint <sup>(Note 3)</sup> THE  
CHAIRMAN OF THE MEETING or (name) \_\_\_\_\_  
of (address) \_\_\_\_\_  
as my/our proxy to act for me/us at the Special 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 11:00 a.m. (or as soon  
as the annual general meeting of the Company convened at the same place and on the same date at 10:00 a.m.  
shall have been concluded or adjourned), and to vote for me/us on a poll as indicated below, or if no such  
indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
To approve the execution by the Company of a joint venture and shareholders agreement dated 23 April 2008 with Kualiti Gold Sdn Bhd and DNP Holdings Berhad.		

The full text of the Resolution is set out in the Notice of Special General Meeting

Date: \_\_\_\_\_ Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

*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