

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 4 June 2009

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 Everest Room, Pacific Place
Conference Centre, 5th Floor, One Pacific Place, 88 Queensway, Hong Kong on 4 June 2009 at 10:00 a.m. (or at any adjournment
thereof), and to vote for me/us on the resolutions 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 adopt the audited financial statements and the Reports of the Directors and Auditor for the year ended 31 December 2008.		
2.	To consider and declare a final dividend in respect of the year ended 31 December 2008.		
3.	(a) To re-elect the following persons as Directors: (i) Mr. Cheng Wai Chee, Christopher; (ii) Mr. Ng Tak Wai, Frederick; (iii) Mr. Au Hing Lun, Dennis; (iv) Mr. Wong Yick Kam, Michael; (v) Mr. Simon Murray. (b) To fix the amount of the Directors' fee for the year ending 31 December 2009.		
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 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.#		
6.	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.#		
7.	To extend the general mandate granted to the Directors under Resolution No. 5 to allot and issue additional shares of the Company by the number of shares repurchased.#		

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

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 share(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, 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. A 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).
10. **The resolutions set above will be put to vote at the meeting by way of poll.**

* For identification purpose only