

JF Japan OTC Fund Inc.
(Incorporated in the Cayman Islands)

Form of Proxy

I/We.....

of

being a Member of JF Japan OTC Fund Inc. (the “Company”) hereby appoint the Chairman of the Meeting or (see Note (vi)) to be my/our proxy to vote on my/our behalf on the Resolutions to be proposed at an Annual General Meeting (the “Meeting”) of the Members of the Company to be held on 15 May 2002 at 11:00 am at Room 1, 47/F, Jardine House, 1 Connaught Place, Central, Hong Kong and at any adjournments thereof as indicated below or, in the absence of any such indication, at my/our proxy’s discretion:-

		FOR	AGAINST
Resolution No. 1	To adopt the financial statements for 2001		
Resolution No. 2	To appoint the Auditors		
Resolution No. 3	To re-elect the following Directors		
	a) N T Sibley		
	b) B C Grigsby II		
	c) C C Grubb		
	d) P A Litherland		
	e) S de L Walters		
Resolution No. 4	To fix the remuneration of the Directors and Chairman		
Resolution No. 5	To fix the attendance fee of members of the Audit Committee		
Resolution No. 6	To renew the general mandate to the Directors to allot, issue and deal with shares		
Resolution No. 7	To renew the general mandate to the Directors to repurchase the Company’s shares		
Resolution No. 8	To extend the general mandate to allot shares by adding the number of shares being repurchased		

SIGNED this day of 2002.

Signature(s) of holder(s)

Notes:

- (i) Full name and address to be inserted in BLOCK CAPITALS.
- (ii) Proxies are only entitled to vote on a poll.
- (iii) Members should place an “*” in the box indicating which way their vote is to be cast. If no indication is given, the proxy will exercise discretion as to whether or how the vote is cast.
- (iv) An instrument appointing a proxy shall be in writing under the hand of the appointer or an attorney authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it.
- (v) A Member may appoint a proxy who need not be a Member of the Company.
- (vi) Members wishing to appoint their own proxy, shall cross out the words “the Chairman of the Meeting or” and then insert the name of their proxy. Any alteration should be initialled by the person who signs this proxy.
- (vii) Members are advised that to be valid proxy forms must be delivered to 47/F, Jardine House, 1 Connaught Place, Central, Hong Kong (Attention: Ms J Yan) at least 48 hours prior to the Meeting.
- (viii) Lodging of a form of proxy does not prevent a Member from attending and voting.