



Prosperity International Holdings (H.K.) Limited

昌興國際控股(香港)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8139)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING

(or any adjournment thereof)

I/We ^(Notes 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares (the "Shares") of HK\$0.10 each in the capital of Prosperity International Holdings (H.K.) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting (the "Meeting") of the Company to be held at Suites 1801-6, 18/F., Tower 2, The Gateway, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, on 4 January 2008 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated:— ^(Note 4)

	RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To authorise the directors of the Company (the "Directors") to do all such acts and things and execute all documents in connection with the Agreement (as defined in the circular of the Company dated 14 December 2007 (the "Circular")) including but not limited to the allotment and issue of the Consideration Shares (as defined in the Circular) and the transactions contemplated thereunder.		
2.	To subdivide the Shares (as defined in the Circular).		
3.	To grant a general mandate to the Directors to issue securities of the Company.		
4.	To grant a general mandate to the Directors to repurchase the Company's securities.		
5.	To extend the general mandate to issue securities in resolution no. 3 by the amount of securities repurchased under the general mandate to repurchase in resolution no. 4.		

Date _____

Signature^(Note 5) _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "HEREBY APPOINT 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 FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. If no name is inserted, the Chairman of the Meeting will, subject to the limitation as hereinafter mentioned, act as your proxy. Under the Bye-laws of the Company, a resolution put to the meeting shall be decided in the first instance on a show of hands unless a poll is properly demanded and on a show of hands, every member present in person or being a corporation by a duly authorised representative shall have one vote.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
7. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, the vote of the most senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* for identification purpose only