



YUSEI HOLDINGS LIMITED

友成控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8319)

PROXY FORM

I/We⁽¹⁾ _____

of⁽¹⁾ _____

being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.01 each in the share capital of Yusei Holdings Limited (the "Company"). **HEREBY APPOINT**⁽³⁾ the Chairman of the meeting or _____

of _____

as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the Company to be held at No. 8 Youcheng Road, Xiaoshan Economic & Technological Development Zone, Zhejiang, the People's Republic of China on Monday, 19 January 2009 at 4:00 p.m. or at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions set out in the notice convening the Meeting as indicated below and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	For ⁽⁴⁾	Against ⁽⁴⁾
1. To approve the Acquisition Agreement (as defined in the circular of the Company dated 31 December 2008 (the "Circular")) and the transactions contemplated thereunder (including the issue of the Convertible Note (as defined in the Circular) and the Conversion Shares (as defined in the Circular)).		
2. To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.		

Dated this _____ day of _____ 2009.

Signature(s)⁽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 form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. **IMPORTANT:** If you wish to vote for any of the resolutions, tick in the appropriate box marked "**FOR**". If you wish to vote against any of the resolutions, tick in the appropriate box marked "**AGAINST**". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be completed and lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person if they so wish.
8. Attendants should bear their own travelling, accommodation and other expenses.

* for identification only