renren Holdings Limited
人人控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 59)

PROXY FORM FOR SPECIAL GENERAL MEETING TO BE HELD ON 4 AUGUST 2005

I/We, (note 1) ______________________________ (name) of

______________________________ (address)

being the registered holder(s) of (note 2) ______________ shares ("Shares") of HK$0.01 each in the capital of renren Holdings Limited (the "Company"), hereby appoint (note 3) the Chairman of the Meeting (as hereinafter defined) or ______________________________ (name) of

______________________________ (address)

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the special general meeting (the "Meeting") of the Company to be held at Private Room at Flamingo Cafe, 1st Floor, Newton Hotel, 218 Electric Road, North Point, Hong Kong on Thursday, 4 August 2005 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the 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 or if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR (note 4)	AGAINST (note 4)
1.	Special resolution approving capital reorganisation		
2.	Ordinary resolution approving termination of existing share option scheme and adoption of new share option scheme		

Dated the ________ day of ______________ 2005 Signature(s) (note 5) ______________________

Notes:

1. Full name(s) and address(es) to 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 form relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting (as hereinafter defined) or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT 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 or abstain 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 proxy form 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. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrars in Hong Kong, Abacus Share Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
7. In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint registered holders be 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 in respect of such Share shall be accepted to the exclusion of the votes of the other joint registered holders.
8. A member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.

* *for identification purpose only*