



PROSPERITY INVESTMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 310)

Proxy form for use at the annual general meeting to be held on Thursday, 26th April, 2007 at 11:00 a.m. (and at any adjournment thereof)

I/We ^(note 1) _____
of _____ being the
registered holder(s) of _____ shares ^(note 2) of HK\$0.01 each in the capital
of **PROSPERITY INVESTMENT HOLDINGS LIMITED** (“the Company”), **HEREBY APPOINT THE CHAIRMAN
OF THE MEETING** or ^(note 3) _____ of
_____ as
my/our proxy to attend at the annual general meeting of the Company to be held at World Trade Centre Club Hong Kong at
38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 26th April, 2007 at 11:00
a.m. (and at any adjournment thereof) and vote for me/us as indicated below ^(note 4).

	For ^(note 4)	Against ^(note 4)
1. To receive and consider the financial statements and the reports of the directors and auditors for the year ended 31st December, 2006.		
2. (a) To re-elect Miss Tsui Yee Ni as director.		
(b) To re-elect Mr. Lam Kwing Wai, Alvin as director.		
(c) To re-elect Mr. Yan Mou Keung, Ronald as director.		
(d) To re-elect Mr. Chan Siu Wing, Raymond as director.		
(e) To authorize the board of directors to fix the remuneration of auditors.		
3. To re-appoint auditors and to authorize the board of directors to fix the remuneration of auditors.		
4. (i) Ordinary Resolution in item 4A of the notice of annual general meeting (To grant a general mandate to the board of directors to repurchase shares of the Company)		
(ii) Ordinary Resolution in item 4B of the notice of annual general meeting (To grant a general mandate to the board of directors to allot and issue new shares of the Company)		
(iii) Ordinary Resolution in item 4C of the notice of annual general meeting (To extend the general mandate granted to the board of directors to issue new shares of the Company)		

Dated _____, 2007 Shareholder’s signature ^(note 5) _____

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
 - If any proxy other than the Chairman is preferred, strike out “**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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 - IMPORTANT : IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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 in the notice convening the meeting.
 - This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
 - Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other holder and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
 - To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited with the share registrars of the Company in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
 - A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
 - Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.