



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 310)

FORM OF PROXY

Form of proxy for use by the shareholders at the special general meeting (the "Meeting") of Prosperity Investment Holdings Limited (the "Company") to be convened at World Trade Centre Club Hong Kong at 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong at 11:00 a.m. on Thursday, 21 June 2007 or any adjournment thereof.

I/We ^(Note a) _____
of _____
being the registered holder(s) of ^(Note b) _____ ordinary share(s) (the "Share(s)")
of HK\$0.01 each in the issued share capital of the Company hereby appoint the chairman of the Meeting or
_____ of
_____ to
act as my/our proxy ^(Note c) to attend and vote on my/our behalf at the Meeting to be held at World Trade Centre Club Hong Kong
at 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong at 11:00 a.m. on Thursday, 21 June 2007
and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the bye-laws of the
Company) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate box to indicate how you wish your proxy to vote at the Meeting ^(Notes d and e).

Ordinary Resolution ^(Note j)	For ^(Note d)	Against ^(Note d)
To approve the open offer of 215,976,000 offer shares ("Open Offer Shares") at HK\$0.135 per Open Offer Share on the basis of one Open Offer Share for every two Shares held on record date payable in full on application, the underwriting agreement dated 9 May 2007 between the Company and Favor Hero Investments Limited in relation to the underwriting of the Open Offer Shares and the transactions contemplated thereby and the absence of arrangements for excess application for the Open Offer Shares, details of which are set out in the circular of the Company dated 1 June 2007.		

Dated _____

Signature: _____ ^(Notes e and f)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) 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 issued share capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company, but must attend the Meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If any proxy other than the chairman of the Meeting is preferred, please strike out the words "the chairman of the Meeting or" and insert the full name and address of the proxy you wish to appoint in the space provided. Any changes should be initialled.
- If you wish to vote for the resolution, please tick ("✓") in the box marked "For". If you wish to vote against the resolution, please tick ("✓") in the box marked "Against". If this form of proxy is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of the proposed resolution properly put to the meeting.**
- In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- The full text of the above resolution appears in the notice of the Meeting dated 1 June 2007.