



RISING DEVELOPMENT HOLDINGS LIMITED

(麗盛集團控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1004)

Form of Proxy for the 2008 Annual General Meeting

I/We¹ _____
of _____
being the registered holder(s) of _____
share(s)² of HK\$0.02 each in the share capital of Rising Development Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³ or _____
of _____
as my/our proxy to attend, vote and act for me/us at the 2008 Annual General Meeting (and at any adjournment thereof) of the Company to be held at Rooms 2004-5, 20th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 22 August 2008 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below⁴.

RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the Directors and of the Auditors for the year ended 31 March 2008.		
2.	(a) To re-elect Mr. Kong Shan, David as Director.	(a)	(a)
	(b) To re-elect Mr. Tso Hon Sai, Bosco as Director.	(b)	(b)
	(c) To fix the maximum number of Directors.	(c)	(c)
	(d) To authorize the Board of Directors to appoint Directors, either to fill a casual vacancy or as an addition to the Board.	(d)	(d)
	(e) To authorize the Board of Directors to fix the respective Directors' remuneration.	(e)	(e)
3.	To re-appoint Li, Tang, Chen & Co. as Auditors and to authorize the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		

Dated this _____ day of _____ 2008 Signature⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words **"THE CHAIRMAN OF THE MEETING"** and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE FOR A PARTICULAR RESOLUTION, PLACE A "✓" IN THE APPROPRIATE BOX UNDER "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, PLACE A "✓" IN THE APPROPRIATE BOX UNDER "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized. In the case of joint holders, this form of proxy must be signed by the member whose name stands first.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by authorized representative, shall be accepted to the exclusion of the votes of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy, duly executed, and the power of attorney, or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding of this Meeting or the adjourned Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In that event, this form of proxy will be deemed to have been revoked.

* For identification purposes only