



# 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 Special General Meeting to be held on 12 June 2009

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_

share(s)<sup>2</sup> of HK\$0.01 each in the share capital of Rising Development Holdings Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>3</sup> or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Special General Meeting (and at the any adjournment thereof) of the Company to be held at Rooms 2004-2005, 20/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong (the "Meeting") on Friday, 12 June 2009 at 4:30 p.m. for the purposes of considering and, if thought fit, passing the resolution as more particularly 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 said resolutions as indicated below<sup>4</sup>:

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve, and where applicable, ratify (a) the Subscription Agreements and the terms thereof; (b) the issue of the New Convertible Notes; (c) the allotment and issue of new Shares from time to time upon exercise of conversion rights under the New Convertible Notes; (d) all other transactions contemplated under the Subscription Agreements; and (e) to authorize any director to implement the transactions contemplated under the Subscription Agreements including the issue of the New Convertible Notes, allotment and issue of new shares upon exercise of conversion rights under the New Convertible Notes, and to approve any amendment of the terms of the Subscription Agreements and/or the New Convertible Notes as set out in item 1 of the notice convening the Meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009 Signature<sup>5</sup> \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the 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 in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If this space is not completed, 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.**
4. 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". If this form of proxy is returned to the Company without properly indicating how the proxy shall vote on any particular matter, the proxy shall be entitled to exercise his/her discretion as to whether he/she votes in respect of the relevant matter and if so how.
5. This form of proxy must be signed by the appointer or his attorney duly authorized in writing, or if such appointer is a corporation, either 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 register of members of the Company.
6. In the case of joint holders of a share 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 in respect of the joint holders.
7. In order 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 reach the office of the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, this form of proxy will be deemed to have been revoked.

\* For identification purpose only