



# SINO PROSPER HOLDINGS LIMITED

(中盈控股有限公司)

(incorporated in the Cayman Islands with limited liability)  
(stock code: 0766)

## PROXY FORM

Form of proxy for use by members at the extraordinary general meeting to be convened at 10:00 a.m. on Tuesday, 12 June 2007 at meeting room no. 4, 2nd floor, Mangshi Hotel, No. 58 Baobo Road, Luxi City, Dehong, Yunnan, People's Republic of China (or any adjournment thereof) ("Meeting or EGM").

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_

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

(note b) shares of HK\$0.01 each of Sino Prosper Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting of the Company or \_\_\_\_\_

of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at 10:00 a.m. on Tuesday, 12 June 2007 at meeting room no. 4, 2nd floor, Mangshi Hotel, No. 58 Baobo Road, Luxi City, Dehong, Yunnan, People's Republic of China and at any adjournment thereof and to vote, on a poll, on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To remove Mr. Leung Ngai Man as a director of the Company with effect from the conclusion of the EGM.		
2.	To remove Mr. Tang Yan Tian as a director of the Company with effect from the conclusion of the EGM.		
3.	To remove Mr. Yeung Kit as a director of the Company with effect from the conclusion of the EGM.		
4.	To remove Mr. Wong Wa Tak as a director of the Company with effect from the conclusion of the EGM.		
5.	To remove Mr. Gao Shi Kui as a non-executive director of the Company with effect from the conclusion of the EGM.		
6.	To remove Mr. Cai Wei Lun as an independent non-executive director of the Company with effect from the conclusion of the EGM.		
7.	To remove Mr. Chan Sing Fai as an independent non-executive director of the Company with effect from the conclusion of the EGM.		
8.	To remove Mr. Leung Wai Cheung as an independent non-executive director of the Company with effect from the conclusion of the EGM.		
9.	To appoint Mr. Kan Che Kin, Billy Albert as a director of the Company with effect from the conclusion of the EGM.		
10.	To appoint Mrs. Kan Kung, Chuen Lai as a director of the Company with effect from the conclusion of the EGM.		
11.	To appoint Ms. Li, Shu Han Eleanor Stella as a director of the Company with effect from the conclusion of the EGM.		
12.	To appoint Mr. Li, Kai Yien Arthur Albert as a director of the Company with effect from the conclusion of the EGM.		
13.	To appoint Mr. Li, Siu Yui as an independent non-executive director of the Company with effect from the conclusion of the EGM.		
14.	To appoint Mr. Kam, Kin Yat as an independent non-executive director of the Company with effect from the conclusion of the EGM.		
15.	To appoint Ms. Tai, Pui Sze as an independent non-executive director of the Company with effect from the conclusion of the EGM.		
16.	To fix the maximum number of Directors of the Company.		

Dated: \_\_\_\_\_

Member's signature: \_\_\_\_\_ (notes e, f, g and h)

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion.
- In the case of a joint holding, 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, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a member, or his attorney duly authorised in writing, or if the member is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
- 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 or authority must be deposited at the offices of the Company's share registrar, Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude a member from attending and voting in person at the Meeting.