



SINO PROSPER HOLDINGS LIMITED

中盈控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We (note a) _____
of _____

being the holder(s) of _____

(note b) Shares of HK\$0.01 each of Sino Prosper Holdings Limited ("Company") hereby appoint the Chairman of the annual general meeting ("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 Wednesday, 23 August 2006, at Room 3203, Admiralty Centre I, 18 Harcourt Road, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below, or if no such indication is given, as my/our proxy thinks fit.

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

	FOR	AGAINST
1. To receive and approve the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 March 2006		
2. (a) To re-elect the following persons as Directors of the Company	(i) Leung Ngai Man	
	(ii) Gao Shi Kui	
	(iii) Cai Wei Lun	
(b) To authorise the Board of the Company to fix the Directors' remuneration		
3. To re-appoint the Company's auditors and to authorise the Board of the Company to fix their remuneration		
4. To grant a general mandate to the Directors of the Company to allot, issue and otherwise deal with Company's Shares		
5. To grant a general mandate to the Directors of the Company to purchase the Company's Shares		
6. To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors of the Company under resolution no. 4		
7. To approve the renewal of the 10% General Limit on the number of Shares which may be allotted and issued upon exercise of the options to be granted under the Share Option Scheme		
8. To approve the proposed amendments to the Articles of Association of the Company		

Dated _____

Shareholder's signature (notes e, f, g, h and i) _____

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the Shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided.
- d 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/her 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/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e 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.
- f The form of proxy must be signed by a Shareholder, or his/her 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.
- g 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 Hong Kong branch share registrar and transfer agent, Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.