



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 310)

PROXY FORM FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD AT 11:00 A.M. ON 31 DECEMBER 2015 AND ANY ADJOURNMENT THEREOF

I/We _____⁽¹⁾
of _____ being the
registered holder(s) of _____⁽²⁾
ordinary share(s) of HK\$0.025 each in the capital of Prosperity Investment Holdings Limited (the “Company”) **HEREBY
APPOINT** ⁽³⁾ _____
_____ of

or failing him/her, the Chairman of the meeting, as my/our proxy to vote and act for me/us at the special general meeting of the Company (the “SGM”) to be held at 11:00 a.m. on 31 December 2015, at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing (with or without amendments) the ordinary resolution set out in the notice dated 14 December 2015 convening the SGM (the “Notice”) and at the SGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolution as indicated below⁽⁴⁾.

ORDINARY RESOLUTION		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve the IM Agreement and all transactions contemplated thereunder and the proposed Annual Caps.		

Signature(s)⁽⁵⁾ _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person signing it.
4. **IMPORTANT:** if you wish to **vote for** the resolution, tick the box marked “**FOR**”. If you wish to **vote against** the resolution, tick the box marked “**AGAINST**”. Failure to tick any box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the SGM other than that referred to in the notice convening the SGM.
5. This form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized.
6. Any shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company but must be present in person at the SGM to represent the appointer.
7. In order to be valid, this form of proxy together with 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 Company’s Share Registrar in Hong Kong, Tricor Secretaries Ltd. at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the SGM (or any adjournment thereof).
8. Completion and delivery of this form of proxy will not preclude a shareholder from attending and voting in person at the SGM and in such event, the instrument in which a proxy is appointed shall be deemed to be revoked and void.
9. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders are present at the special general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be counted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
10. Any voting at the SGM shall be taken by poll.

* For identification purpose only