

Bright Prosperous Holdings Limited

晉盈控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of Bright Prosperous Holdings Limited (the "Company") to be held at Boardroom 5, G/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 13 July 2009 at 10:30 a.m. and at any adjournment thereof.

I/We (note a) _____

of _____

being the registered holder(s) of _____ (note b) ordinary shares of HK\$0.01

each in the Company hereby appoint the Chairman of the Meeting or _____

of _____

as my/our proxy to vote for me/us on my/our behalf (note c) at the Meeting to be held on 13 July 2009 at 10:30 a.m. and at any adjournment thereof, on the resolutions, with or without modifications, referred to in the notice convening the Meeting (the "Notice"), or if no such indication is given, as my/our proxy thinks fit.

| Ordinary Resolutions | For (note d) | Against (note d) |
|---|-----------------|---------------------|
| 1. To approve the re-classification of the existing shares of the Company as ordinary shares (the "Ordinary Shares") of HK\$0.01 each, and the increase of the authorised share capital of the Company by the creation of (i) an additional 27,534,000,000 convertible preferred shares of HK\$0.01 each ("Preferred Shares"); and (ii) 35,000,000,000 Ordinary Shares, and to authorise the directors to do all things necessary for implementation of the aforesaid | | |
| 2. To approve the terms of the Preferred Shares and to authorise the directors to do all things necessary for implementation of the aforesaid | | |
| 3. To approve, confirm and ratify the Acquisition Agreement, the Supplemental Agreement, and the transactions contemplated thereunder (including but not limited to the Acquisition, the allotment and issue of the Ordinary Shares and the Preferred Shares, and the issue of promissory notes), and to authorise the directors to do all things necessary for implementation of the aforesaid | | |

Dated the _____ day of _____ 2009

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

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- 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).
- 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 or" and insert the name and address of that other person appointed in the space provided.
- If you wish to vote for the resolution set out above, please tick ("✓") the boxes marked "For". If you wish to vote against the resolution, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the Notice.
- In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or signed by a duly authorised officer or attorney.
- In order 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 of attorney or authority must be deposited with 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 not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialed by the person who signs the form.
- Completion and return of this proxy will not preclude you from attending in person and voting at the Meeting.

* For identification purpose only