



Prosperity International Holdings (H.K.) Limited

昌興國際控股(香港)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 803)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON FRIDAY, 19 FEBRUARY 2010

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each
in the capital of Prosperity International Holdings (H.K.) Limited (the "Company") HEREBY APPOINT³ the Chairman of the
Meeting or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Special General Meeting of the Company (the
"Meeting") (and at any adjournment thereof) to be held at Suites 1801-06, 18th Floor, Tower 2, The Gateway, 25 Canton Road,
Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 19 February 2010 at 3:00 p.m. for the purpose of considering and, if thought
fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment
thereof) to vote for me/us in my/our name(s) as indicated below in respect of the said resolutions or, if no such indication is
given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
a	the disposal of the entire issued share capital of Upper Value Investments Limited pursuant to the Agreement (as defined in the circular of the Company dated 1 February 2010), which has been entered into between (i) Prosperity Minerals Holdings Limited ("PMHL"), a direct 54.28%-owned subsidiary of the Company, as warrantor; (ii) Pro-Rise Business Limited, a direct wholly-owned subsidiary of PMHL, as vendor and warrantor; and (iii) and TCC International Holdings Limited as purchaser, a copy of which has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, and all transactions contemplated thereby be and are hereby approved, confirmed and ratified; and		
b	the directors of the Company (the "Directors") be and are authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Agreement."		

Dated this _____ day of _____ 2010 Signature⁵ _____

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). 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 of the Meeting is preferred, please delete the words "the Chairman of the Meeting or" 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 WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. 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 lodged at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
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 the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* For identification purpose only