



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 ANNUAL GENERAL MEETING

TO BE HELD ON 8 September 2010

I/We ^(Note 1) _____,

of _____

being the registered holder(s) of ^(Note 2) _____ shares (the "Shares") of HK\$0.01 each in the capital of Prosperity International Holdings (H.K.) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3) or _____

of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Suites 1801-6, 18th Floor, Tower 2, The Gateway, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Wednesday, 8 September 2010 at 3:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the "Notice") convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated: ^(Note 4)

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the "Directors") and of the auditors of the Company (the "Auditors") for the year ended 31 March 2010.		
2.	To declare a final dividend of HK 2 cents per ordinary share for the year ended 31 March 2010, subject to the shareholders of Prosperity Minerals Holdings Limited ("PMHL"), a 52.84%-owned subsidiary of the Company, approving its final dividend for the year ended 31 March 2010. To declare a final dividend of HK 1 cent per ordinary share for the year ended 31 March 2010, in the event that the shareholders of PMHL do not approve the declaration of the said final dividend.		
3.	(a) To re-elect Mr. Kong Siu Keung as an executive Director.		
	(b) To re-elect Mr. Yuen Kim Hung, Michael as an independent non-executive Director.		
	(c) To re-elect Dr. Mao Shuzhong as an executive Director.		
	(d) To re-elect Mr. Johannes Petrus Mulder as an executive Director.		
	(e) To re-elect Ms. Gloria Wong as an executive Director.		
4.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
5.	To re-appoint RSM Nelson Wheeler Certified Public Accountants as Auditors and to authorise the Board to fix their remuneration.		
6.	To grant a general mandate to the Board to allot, issue and deal with additional shares in the Company as set out in resolution no. 6 of the Notice.		
7.	To grant a general mandate to the Board to repurchase shares in the Company as set out in resolution no. 7 of the Notice.		
8.	To extend the general mandate to the Board to allot, issue and deal with such number of additional shares as may be repurchased by the Company as set out in resolution no. 8 of the Notice.		

Date _____

Signature _____ ^(Note 5)

* for identification purpose only

Notes:

- Full name(s) and address(es) must 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) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "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 INITIALLED BY THE PERSON WHO SIGNS IT. If no name is inserted, the Chairman of the Meeting will, subject to the limitation as hereinafter mentioned, act as your proxy.
- IMPORTANT: If you wish to vote for a resolution, place a tick in the corresponding box under the column marked "FOR". If you wish to vote against a resolution, place a tick in the corresponding box under the column marked "AGAINST". If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
- This 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, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, the vote of the most senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered 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 in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- Re-election of each Director under resolution number 3 shall be voted upon by way of separate resolutions. Details of the retiring Directors are set out in the circular of the Company dated 5 August 2010.