



# JIA SHENG HOLDINGS LIMITED

## 嘉盛控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 729)

### FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING OF JIA SHENG HOLDINGS LIMITED TO BE HELD ON WEDNESDAY, 26 MAY 2010 AT 11:00 A.M.

I/We (Note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary share(s) of HK\$0.01 each in the capital of JIA SHENG HOLDINGS LIMITED (the "Company") HEREBY APPOINT (Note 3) the Chairman of the meeting or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at 15th Floor, W Square, Nos. 314-324 Hennessy Road, Wanchai, Hong Kong on Wednesday, 26 May 2010 at 11:00 a.m. or at any adjournment thereof for the purposes of considering and, if thought fit, passing the following resolution as a Special Resolution as set out in the notice convening the said meeting as hereunder indicated or, if no such indication is given, as my/our proxy(ies) think(s) fit.

SPECIAL RESOLUTION		For (Note 4)	Against (Note 4)
1	To approve the change of name of the Company and adoption of Chinese name as secondary name of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010      Signature(s)(Note 5): \_\_\_\_\_

*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). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box or insert a number will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting and/or any adjournment thereof other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing, or in case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than forty-eight hours before the time for holding the meeting or any adjournment thereof.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. Any shareholder of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
9. Delivery of this proxy form shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, this proxy form shall be deemed to be revoked.