



# PRIME INVESTMENTS HOLDINGS LIMITED

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 721)

## Form of proxy for use at the special general meeting (or any adjournment thereof) to be held on Suite 504, 5/F, Chinachem Tower, 34-37 Connaught Road Central, Hong Kong on Tuesday, 12 June 2007 at 2:00 p.m.

I/We<sup>(1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of Prime Investments Holdings Limited (the "Company"), hereby appoint<sup>(3)</sup> the Chairman of the Meeting, or<sup>(2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/ our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held at Suite 504, 5/F, Chinachem Tower, 34-37 Connaught Road Central, Hong Kong, on Tuesday, 12 June 2007 at 2:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the special general meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To approve the subscription agreement (the "Subscription Agreement 1") dated 11 January 2007 (as amended and supplemented from time to time) between the Company and Ms. Wu Bao Liu (the "Subscriber 1") in relation to the subscription of 6,000,000 new shares (the "1st Subscription Shares") in the share capital of the Company by the Subscriber 1 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 1st Subscription Shares		
2.	To approve the subscription agreement (the "Subscription Agreement 2") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Ms. Lei Hio Lai (the "Subscriber 2") in relation to the subscription of 10,100,000 new shares (the "2nd Subscription Shares") in the share capital of the Company by the Subscriber 2 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 2nd Subscription Shares		
3.	To approve the subscription agreement (the "Subscription Agreement 3") dated 11 January 2007 (as amended and supplemented from time to time) between the Company and Mr. Zhang Jian (the "Subscriber 3") in relation to the subscription of 1,000,000 new shares (the "3rd Subscription Shares") in the share capital of the Company by the Subscriber 3 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 3rd Subscription Shares		
4.	To approve the subscription agreement (the "Subscription Agreement 4") dated 11 January 2007 (as amended and supplemented from time to time) between the Company and Mr. Sam Zhu (the "Subscriber 4") in relation to the subscription of 4,550,000 new shares (the "4th Subscription Shares") in the share capital of the Company by the Subscriber 4 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 4th Subscription Shares		
5.	To approve the subscription agreement (the "Subscription Agreement 5") dated 11 January 2007 (as amended and supplemented from time to time) between the Company and Mr. Shen Lin (the "Subscriber 5") in relation to the subscription of 910,000 new shares (the "5th Subscription Shares") in the share capital of the Company by the Subscriber 5 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 5th Subscription Shares		
6.	To approve the subscription agreement (the "Subscription Agreement 6") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and GEV Investments (Hong Kong) Limited (the "Subscriber 6") in relation to the subscription of 27,100,000 new shares (the "6th Subscription Shares") in the share capital of the Company by the Subscriber 6 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 6th Subscription Shares		
7.	To approve the subscription agreement (the "Subscription Agreement 7") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Mr. Chen Kang (the "Subscriber 7") in relation to the subscription of 13,636,363 new shares (the "7th Subscription Shares") in the share capital of the Company by the Subscriber 7 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 7th Subscription Shares		
8.	To approve the subscription agreement (the "Subscription Agreement 8") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Ms. Li Xiao Ping (the "Subscriber 8") in relation to the subscription of 4,000,000 new shares (the "8th Subscription Shares") in the share capital of the Company by the Subscriber 8 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 8th Subscription Shares		
9.	To approve the subscription agreement (the "Subscription Agreement 9") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Ms. Yang Li Fang (the "Subscriber 9") in relation to the subscription of 5,000,000 new shares (the "9th Subscription Shares") in the share capital of the Company by the Subscriber 9 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 9th Subscription Shares		

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
10.	To approve the subscription agreement (the "Subscription Agreement 10") dated 11 January 2007 (as amended and supplemented from time to time) between the Company and Ms. Wu Juan (the "Subscriber 10") in relation to the subscription of 2,980,000 new shares (the "10th Subscription Shares") in the share capital of the Company by the Subscriber 10 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 10th Subscription Shares		
11.	To approve the subscription agreement (the "Subscription Agreement 11") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Mr. Liao Bo (the "Subscriber 11") in relation to the subscription of 4,550,000 new shares (the "11th Subscription Shares") in the share capital of the Company by the Subscriber 11 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 11th Subscription Shares		
12.	To approve the subscription agreement (the "Subscription Agreement 12") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Mr. Liu Qiu Sheng (the "Subscriber 12") in relation to the subscription of 1,363,636 new shares (the "12th Subscription Shares") in the share capital of the Company by the Subscriber 12 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 12th Subscription Shares		
13.	To approve the subscription agreement (the "Subscription Agreement 13") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and China Water Investments Limited (the "Subscriber 13") in relation to the subscription of 68,181,818 new shares (the "13th Subscription Shares") in the share capital of the Company by the Subscriber 13 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 13th Subscription Shares		
14.	To approve the subscription agreement (the "Subscription Agreement 14") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Mr. Fung Cheuk Nang, Clement (the "Subscriber 14") in relation to the subscription of 31,818,182 new shares (the "14th Subscription Shares") in the share capital of the Company by the Subscriber 14 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 14th Subscription Shares		
15.	To approve the subscription agreement (the "Subscription Agreement 15") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Upkeep Properties Limited (the "Subscriber 15") in relation to the subscription of 25,000,000 new shares (the "15th Subscription Shares") in the share capital of the Company by the Subscriber 15 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 15th Subscription Shares		
16.	To approve the subscription agreement (the "Subscription Agreement 16") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Mr. You Tao (the "Subscriber 16") in relation to the subscription of 25,909,090 new shares (the "16th Subscription Shares") in the share capital of the Company by the Subscriber 16 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 16th Subscription Shares		
17.	To approve the subscription agreement (the "Subscription Agreement 17") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Mr. Liu Wai Tao (the "Subscriber 17") in relation to the subscription of 10,000,000 new shares (the "17th Subscription Shares") in the share capital of the Company by the Subscriber 17 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 17th Subscription Shares		
18.	To approve the subscription agreement (the "Subscription Agreement 18") dated 20 April 2007 (as amended and supplemented from time to time) between the Company and Mr. Chen Jian (the "Subscriber 18") in relation to the subscription of 15,909,091 new shares (the "18th Subscription Shares") in the share capital of the Company by the Subscriber 18 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the 18th Subscription Shares		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007

Signature<sup>(5)</sup> \_\_\_\_\_

*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 form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) If any proxy other than the Chairman of the Meeting 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 duly initialed by the person who signs it.**
- (4) Please indicate with a "✓" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at this discretion.
- (5) 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 or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior 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 the purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) To be valid, this form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.