



KONG SUN HOLDINGS LIMITED

江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

Form of Proxy for use at the Extraordinary General Meeting to be held on 24 June 2008

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.1 each in the capital of

KONG SUN HOLDINGS LIMITED (the "Company") HEREBY APPOINT **the Chairman of the Meeting** ^(Note 3)
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the "Meeting") to be held at Unit A, 1/F, Lippo Leighton Tower, 103 Leighton Road, Causeway, Hong Kong on 24 June 2008 at 11:30am and at any adjournment thereof in respect of the resolutions set out in the notice convening the Meeting as indicated below.

RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note4)
1(a) To approve, ratify and confirm the placing agreement (the "Second CB Placing Agreement") dated 24 April 2008 and entered into between Kingston Securities Limited (the "Placing Agent") and the Company in relation to placing, on fully underwritten basis, of the 8% unsecured convertible bonds with principal amount of HK\$25 million (the "Second Convertible Bonds"), and the transactions contemplated thereunder		
1(b) To approve the allotment and issue of new shares of the Company (the "Conversion Shares") of HK\$0.10 each at the initial conversion price of HK\$0.10 per Conversion Share upon exercise of the conversion rights attached to the Second Convertible Bonds		
1(c) To approve the allotment and issue of new shares of the Company (the "Bonus Shares") of HK\$0.10 each credited as fully paid to the holders of the Second Convertible Bonds upon their valid exercise of the conversion rights attached to the Second Convertible Bonds in the ratio of three Bonus Shares per Conversion Share		
1(d) To authorise the directors of the Company to execute all such documents and do all such acts in connection with and to give effect to the Second CB Placing Agreement		

Signature(s) ^(Note 5) _____

Dated: _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as set out in the register of member of the Company. The names of all joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s) and to which this 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).
- (3) Every member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf of the Meeting. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If any proxy other than the Chairman of the Meeting is desired, strike out the words "**the Chairman of the Meeting**" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTIONS, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTIONS, PLEASE TICK (✓) IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either will entitle your proxy to cast his/her votes at his/her discretion or abstain as he/she thinks fit. **Your proxy will also be entitled to vote at his/her discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.**
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of 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(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s), shall alone be entitled to vote in respect thereof.
- (7) To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or notorally certified copy thereof, must be lodged at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Center, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be).
- (8) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- (9) The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (as its absolute discretion) is not material as being valid.