



中升集團控股有限公司
Zhongsheng Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 881)

**Form of Proxy for use at the Annual General Meeting
to be held on Monday, 21 June 2010**

I/We (note 1) _____
of _____
being the registered holder(s) of _____ shares (note 2) of HK\$0.0001 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT (note 3) **THE CHAIRMAN OF THE MEETING** or _____
of _____
as my/our proxy to attend the annual general meeting (and at any adjournment thereof) of the Company to be held at Chatham Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 21 June 2010 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR (notes 4 & 5)	AGAINST (notes 4 & 5)
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2009.		
2.	(i) To re-elect Mr. Huang Yi as an executive director of the Company. (ii) To re-elect Mr. Li Guoqiang as an executive director of the Company. (iii) To re-elect Mr. Du Qingshan as an executive director of the Company. (iv) To re-elect Mr. Yu Guangming as an executive director of the Company. (v) To re-elect Mr. Leng Xuesong as a non-executive director of the Company. (vi) To re-elect Mr. Shigeno Tomihei as an independent non-executive director of the Company. (vii) To re-elect Mr. Ng Yuk Keung as an independent non-executive director of the Company. (viii) To re-elect Mr. Shen Jinjun as an independent non-executive director of the Company. (ix) To authorize the board of directors of the Company to fix the respective directors' remuneration.	(i) (ii) (iii) (iv) (v) (vi) (vii) (viii) (ix)	(i) (ii) (iii) (iv) (v) (vi) (vii) (viii) (ix)
3.	To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To give a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the share capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		

Dated this _____ day of _____ 2010. Signature: _____ (note 6)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company 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).
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed. **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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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.
- All resolutions will be put to vote by way of poll at the meeting. Every shareholder of the Company present in person (in case of a shareholder of the Company being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid-up share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote on behalf of him/her/it. The proxy need not be a shareholder of the Company.
- 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 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 in respect of the joint holding.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, this form of proxy shall be deemed to be revoked.