



DRAGON HILL HOLDINGS LIMITED

俊山集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 305)

FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON THURSDAY, 12 JULY 2007

I/We¹ _____ of _____
_____ being the registered holder(s)
of² _____ shares (the "Shares") of HK\$0.004 each in the capital of Dragon
Hill Holdings Limited (the "Company"), HEREBY APPOINT³ _____ of

_____ or failing him, the chairman of the meeting,
as my proxy to attend and act for me/us and on my/our behalf at the special general meeting of the Company to be held
at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 July 2007 at
11:00 a.m. for the purposes of considering and, if thought fit, passing the ordinary resolutions as set out in the notice
convening the said meeting and at such meeting, or at any adjournment thereof, to vote for me/us and on my/our behalf
in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To approve, confirm and ratify the JV Agreements (namely, the JV Capital Increase and Subscription Agreement, the JV Set-up Agreement and JV Articles of Association) (all as defined in the circular dated 25 June 2007 (the "Circular")), the set up of the Joint Venture (as defined in the Circular) pursuant to the JV Agreements and all other transactions contemplated under the JV Agreements.		
2.	To approve, confirm and ratify the Continuing Connected Transactions Agreements (namely, the Tenancy Agreement, the Trademark Agreement and the Patent Agreement) (all as defined in the Circular), the annual caps and all other transactions contemplated under the Continuing Connected Transactions Agreements.		
3.	To approve the change of the name of the Company.		

Dated this _____ day _____ of 2007 Signature(s)⁵ _____

- Full name(s) and address(es) must be inserted in **BLOCK LETTERS**.
- Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for the resolution, please put a tick in the box marked "FOR". If you wish to vote against the resolution, please put a tick in the box 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 the resolution referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised 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 duly authorized on that corporation's behalf.
- Where there are joint holders of any shares in the company, any one of such persons may vote at the meeting, either in person 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 in person 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.
- In order 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 thereof, must be deposited at the branch share registrar and transfer office of the Company 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 adjourned meeting, as the case may be.
- A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this proxy form will not preclude you from attending and voting in person at the meeting if you so wish. If you attend and vote at the meeting, the authority of your proxy will be revoked.

* for identification purpose only