



BENEFUN INTERNATIONAL HOLDINGS LIMITED

奮發國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1130)

Form of proxy for use at the Extraordinary General Meeting (the "Meeting") to be held on

Monday, 20 October 2008

(and at any adjournment thereof)

I/We¹ _____ of _____ being a member of Benefun

International Holdings Limited (the "Company") and the registered holder(s) of _____

shares² of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING,

or³ _____ of _____

as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at 4/F., Opulent Building, 402-406 Hennessy Road, Wan Chai, Hong Kong on Monday, 20 October 2008 at 4:00 p.m. as indicated below.

		FOR ⁴	AGAINST ⁴
1.	(a) To re-elect the following directors:-		
	(i) Mr. Cheung Ngai Lam		
	(ii) Mr. Tsang Chung Yu		
	(b) To authorise the Board of Directors to fix the remuneration of the director		
2.	ORDINARY RESOLUTION:		
(a)	to approve, ratify and confirm the Acquisition Agreement (as defined in the circular to the shareholders of the Company dated 30 September 2008);		
(b)	to approve the terms and conditions of the Convertible Notes (as defined in the circular to the shareholders of the Company dated 30 September 2008); and		
(c)	to authorise the directors of the Company:-		
	(i) to issue the Convertible Notes;		
	(ii) to issue and allot to the holders of the Convertible Notes upon the due exercise of the conversion rights attaching to the Convertible Notes the appropriate number of new shares in the Company; and		
	(iii) to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution.		

Dated this _____ day of _____ 2008

Signature⁵: _____

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) to which the proxy relates. 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 of the Meeting is preferred, strike out "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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the notice convening the Meeting.
- 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 duly authorized.
- 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.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* For identification purpose only