



CHINA TING GROUP HOLDINGS LIMITED

華鼎集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 3398)

Form of Proxy for use at the extraordinary general meeting to be convened on 23 October 2006 ("EGM") (or any adjournment thereof)

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each (the "Share")
in the capital of China Ting Group Holdings Limited (the "Company"), hereby appoint the chairman of the EGM
or ^(Note 3) _____ of _____

as my/our proxy ^(Note 4) to act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at Charter Room I, Function Room Level, The Ritz-Carlton, Hong Kong, 3 Connaught Road Central, Hong Kong, on 23 October 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the EGM and at the EGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
To approve the Conditional Sale and Purchase Agreement (as defined in the circular of the Company dated 28 September 2006) and all transactions contemplated thereunder, and to authorise any one of the directors of the Company to do all such things and execute all such documents as they consider necessary or expedient to give effect to the Conditional Sale and Purchase Agreement or for the implementation of all transactions contemplated thereunder. ^(Note 6)		

Signed this _____ day of _____ 2006.

Shareholders' signature ^(Notes 7&8): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it.** If no name is inserted, the duly appointed Chairman of the EGM will set as your proxy.
- A proxy need not be the Chairman of the EGM. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.**
- The full text of this resolution is in the notice of the EGM dated 28 September 2006.
- 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 seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company.
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's principal place of business in Hong Kong at 28th Floor, Futura Plaza, 111-113 How Ming Street, Kwun Tong, Kowloon, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.