

HONESTY TREASURE INTERNATIONAL HOLDINGS LIMITED

信寶國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 600)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 7th APRIL, 2006 AND ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares ("Shares") of HK\$0.05 each in the capital of
Honesty Treasure International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³,
or _____
of _____
or failing him/her _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the EGM of the Company to be held at MJC Members' Clubhouse, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, on 7th April, 2006 at 11:00 a.m. (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
A.	" THAT the sale and purchase agreement dated 15th March, 2006 entered into between First Action Developments Limited, Mr. Pedro Chiang, Mr. Law Kar Po, Mr. Wu Ka I, Miguel, Ms. Leong Lai Heng, Mr. Hoi Man Pak and Mr. Choy Wang Kong in relation to the acquisition by Fast Action Developments Limited of 55% of the issued share quota of Companhia De Investimento E Desenvolvimento Continental Ocean Limitada ("CIDCOL") including a 55% interest in a HK\$166 million shareholders' loan to CIDCOL from its shareholders (the "Transaction") be and is hereby ratified, confirmed and approved and that any one director of the Company be and is hereby authorised to do or execute all such acts or such other documents which the director may deem to be necessary, desirable or expedient to carry into effect or to give effect to the Transaction."		
B.	" THAT subject to and conditional upon the passing of resolution A above and the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in 615,501,736 ordinary shares of HK\$0.05 each in the share capital of the Company to be allotted and issued upon conversion of the convertible notes (the "Notes") issued to Mr. Pedro Chiang, Mr. Law Kar Po, Mr. Wu Ka I, Miguel, Ms. Leong Lai Heng, Mr. Hoi Man Pak and Mr. Choy Wang Kong, as consideration for the Transaction, the directors of the Company be and are hereby authorised to issue the Notes, and to allot, issue and deal with the underlying shares to be issued upon conversion of the Notes (or part thereof)."		

Signature⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, 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 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, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order 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 notarially certified copy of such power of authority, must be deposited at the office of the Company's share registrars, Standard Registrars 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 of the Meeting or the adjourned Meeting (as the case may be).
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be 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 in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.