



福 邦 控 股

Fulbond Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

(or any adjournment thereof)

Form of proxy for use by shareholders of Fulbond Holdings Limited (the “Company”) at the Special General Meeting to be held at Novotel Century Hong Kong; 238 Jatte Road, Wanchai, Hong Kong on Thursday, 8 May 2008 at 11:00 a.m. (the “Meeting”).

I/We ^(Note a) _____
of ^(Note a) _____
being the registered holder(s) of _____ shares of US\$0.001 each (the “Share”) ^(Note b) in the capital of the Company,
HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note c) or _____
of ^(Note c) _____
and/or _____
of _____

as my/our proxy to act for me/us at the Meeting (or any adjournment thereof) of the Company to be held at Novotel Century Hong Kong, 238 Jaffe Road, Wanchai Hong Kong on Thursday, 8 May 2008 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting dated 22 April 2008 and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the ordinary resolutions as indicated below ^(Note d) and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note d)	AGAINST ^(Note d)
To approve the specific mandate to allot and issue not more than 1,406,976,744 Shares upon full conversion of the SPA Convertible Note (as defined in the Company’s circular dated 22 April 2008)		

Signed this _____ day of _____ 2008. Shareholder’s Signature ^(Notes f & g) _____

Notes:

- (a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- (b) 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).
- (c) If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting or” herein stated 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. If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy.
- (d) **IMPORTANT: If you wish to vote for or against the resolutions, 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 Meeting other than that referred to in the notice convening the Meeting.**
- (e) The full text of these ordinary resolutions appear in the notice of the Meeting dated 22 April 2008.
- (f) 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 or attorney duly authorised to sign the same.
- (g) Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally 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 Shares shall alone be entitled to vote in respect thereof.
- (h) Whether or not you are able to attend the Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrars and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting (or any adjournment thereof). Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting (or any adjournment thereof) in person if you so wish. In the event that you attend the Meeting, this form of proxy will be deemed to have been revoked.
- (i) A proxy needs not be a member of the Company, but must attend the Meeting in person to represent you.