



ZMAY HOLDINGS LIMITED

中民安園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8085)

(Warrant Code: 8359)

FORM OF PROXY

I/We⁽¹⁾ _____ ,
of _____ ,
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.04
each in the capital of ZMAY Holdings Limited (the "Company"), HEREBY APPOINT⁽³⁾ the chairman of the meeting
or _____
of _____ ,
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at 10:00 a.m.
on Friday, 19 September 2008 at Meeting Room, Room 802, Tower 1, Harbour Centre, 1 Hok Cheung Street, Hunghom,
Kowloon, Hong Kong for the purpose of considering, and, if thought fit, passing the 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 in my/our name(s) in
respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	For ⁽⁴⁾	Against ⁽⁴⁾
1	(i) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the new shares of the Company to be issued pursuant to the exercise of share options which may be granted under the Scheme Mandate Limit, the refreshment of the limit in respect of the granting of share options under the Share Option Scheme and all other share option scheme(s) up to 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution be and is hereby approved; and (ii) any director of the Company be and is hereby authorised to do all such acts and execute all such documents to effect the Proposed Refreshment.		
2	(i) the cancellation of 3,000,000 share options of the Company granted to the Grantees be and is hereby approved; and (ii) any director of the Company be and is hereby authorised to do all such acts and execute all such documents to effect the Proposed Cancellation.		

Date: _____

Signature⁽⁶⁾: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) in which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" 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.**
4. **IMPORTANT:** If you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. You are requested to lodge this form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereon, at the Company's principal place of business in Hong Kong at Room 802, Tower 1, Harbour Centre, 1 Hok Cheung Street, Hunghom, Kowloon, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting, or any adjournment thereof.
6. 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 under its common seal or under the hand of an officer or attorney duly authorized.
7. In the case of joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are 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 share shall alone be entitled to vote in respect thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.