



澳門祥泰地產集團有限公司*

MACAU PRIME PROPERTIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 199)

**Form of proxy for use at the special general meeting
(or at any adjournment thereof)**

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ ordinary shares of HK\$0.01 each in the capital of Macau Prime Properties Holdings Limited (the "Company") hereby appoint⁽³⁾ _____
of _____

or failing him, the chairman of the meeting (the "Chairman") as my/our proxy to attend and act for me/us at the special general meeting of the Company (the "Meeting") to be held at 10:00 a.m. on Wednesday, 12th September, 2007 at Conference Room, 11/F., Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/ our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other business that may be properly brought before the Meeting.

	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
ORDINARY RESOLUTION		
To approve the Agreement and the transactions contemplated thereunder		

Dated this _____ day of _____, 2007 Signature⁽⁵⁾ _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
2. Please insert the number of ordinary shares of HK\$0.01 each in the capital of the Company to which this form of proxy relates and registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "or failing him, the chairman of the meeting" and insert the full name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "AGAINST".** Failure to tick either box will entitle your proxy to cast his vote 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 those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you under hand or your attorney duly authorised in writing, or in the case of a corporation, either under seal or under the hand of its officer, attorney or other person duly authorised.
6. If two or more persons are jointly entitled to a share of the Company and are present at the Meeting, only the joint holder whose name stands first in the register of members of the Company in respect of such joint holding is entitled to vote at the Meeting.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, in which event, this form of proxy shall be deemed to have been revoked.
10. Any alteration made in this form of proxy must be initialed by the person(s) who sign(s) it.

* For identification purpose only