



LOULAN HOLDINGS LIMITED

樓蘭控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8039)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting convened to be held at 30 June 2005 (the "Meeting")

I/We ^(Note a) _____

of _____

being the holder(s) of ^(Note b) _____ shares of HK\$0.01 each of the abovenamed Company hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy ^(Note c) at the annual general meeting of the company to be held at The Empire Hotel, PM Floor, 33 Hennessy Road, Wanchai, Hong Kong on 30 June 2005 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note d).

		FOR	AGAINST
1.	To approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2004		
2.	(a) To re-elect Junichi Goto as director		
	(b) To authorize the directors of fix their remuneration		
3.	To re-appoint the Company's auditors and authorise the directors to fix their remuneration		
4.	To grand a general mandate to the directors to issue new shares		
5.	To grand a general mandate to the directors to repurchase shares		
6.	To extend the general mandate granted to the directors to issue new shares		
7.	To remove Mr. Zhu Zheng Ming from his position of executive director		

Dated the _____ day of _____, 2005 Shareholder's signature ^(Notes e, f, g and h) _____

Notes:

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- (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 the shares in the capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "The chairman of the Meeting or " and insert the name and address of the person appointed proxy in the space provided.
- (d) If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (g) To be valid, this form proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the principal place of the Company in Hong Kong at Rooms 2001-4, 20 Floor, The Broadway, 54-62 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialed by the person who signed the form.