



# Shanghai Land Holdings Limited

## 上海地產控股有限公司

(Receivers Appointed)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 67)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 31 DECEMBER 2004

No. of shares to which this Proxy relates	
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I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered Shareholder(s) of Shanghai Land Holdings Limited (Receivers Appointed) (the "Company")  
hereby appoint<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 31 December 2004 at 10:00 a.m. and at any adjournment thereof on the Resolutions set out in the Notice convening the Annual General Meeting (with or without modifications) as hereinafter indicated.

	RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements for the year ended 30 June 2004 together with the reports of the Receivers and auditors thereon.		
2.	(i) (a) To re-elect Ms. Gong Bei Ying as a Director.		
	(b) To re-elect Mr. Mok Chiu Kuen as a Director.		
	(c) To re-elect Mr. Ho Yau Hoo, Ronald as a Director.		
	(ii) To approve Directors' fees for the year ending 30 June 2005.		
3.	To re-appoint Nexia Charles Mar Fan & Co. as auditors of the Company at a remuneration to be agreed with the Company.		
4.	To amend the Articles of Association of the Company.		

Dated this the \_\_\_\_\_ day of \_\_\_\_\_ 2004 Signature<sup>5</sup> \_\_\_\_\_  
Shareholder(s)

*Notes:*

- 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).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, strike out the relevant reference and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN "X" IN THE APPROPRIATE BOX.** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the Register of Members in respect of the joint holding is entitled to vote at the Meeting.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority must be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- A member entitled to attend and vote at the above Meeting may appoint one or more proxies to attend and to vote on his behalf. A proxy need not be a member of the Company.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.