



# SHIMAO CHINA HOLDINGS LIMITED

## 世茂中國控股有限公司

(Incorporated in Bermuda with limited liability)  
(Stock Code: 649)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 23RD MAY 2005

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.10 each in the share capital of the abovenamed Company HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Annual General Meeting (and at any adjournment thereof) (the "Meeting") of the said Company to be held at the Conference Room of the Company's principal office at Units 4307-12, 43rd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on 23rd May 2005 at 10:00 a.m. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup>.

	RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To adopt the audited financial statements together with the reports of the Directors and the Auditors for the year ended 31st December 2004.		
2.	To declare a final dividend for the year ended 31st December 2004.		
3.	(i) To re-elect Mr. Hui Sai Tan, Jason as a Director.		
	(ii) To re-elect Mr. Chung Shui Ming, Timpson as a Director.		
	(iii) To re-elect Mr. Tung Chi Shing as a Director.		
	(iv) To re-elect Mr. Chan Loo Shya as a Director.		
	(v) To re-elect Professor Lee Chack Fan as a Director.		
	(vi) To re-elect Dr. Zhu Wenhui as a Director.		
	(vii) To authorize the Board to fix the remuneration of Directors.		
	(viii) To fix the maximum number of Directors at 15.		
	(ix) To authorize the Board to appoint additional Directors.		
4.	To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorize the Board to fix their remuneration.		
5.	Ordinary Resolution No. 5		
6.	Ordinary Resolution No. 6		
7.	Ordinary Resolution No. 7		
8.	Special Resolution No. 8		
9.	Special Resolution No. 9		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005

Signed <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this 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).
- If any proxy other than the Chairman 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. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice of Annual General Meeting.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.