



**SHIMAO CHINA HOLDINGS LIMITED**  
**世茂中國控股有限公司**

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

**PROXY FORM FOR SPECIAL GENERAL MEETING  
 TO BE HELD ON 13 JUNE 2005**

I/We<sup>(1)</sup>, \_\_\_\_\_ (name)  
 of \_\_\_\_\_ (address) being the registered holder(s)  
 of<sup>(2)</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.10 each in the share capital of Shimao China Holdings Limited (the  
 "Company"), hereby appoint<sup>(3)</sup> the Chairman of the Meeting or \_\_\_\_\_ (name)  
 of \_\_\_\_\_ (address), as my/our proxy to attend,  
 act and vote for me/us and on my/our behalf at a special general meeting (the "Meeting") of the 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 Monday, 13 June 2005 at 10:00 a.m. (or at any adjournment thereof) for the  
 purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at  
 the Meeting (or at any adjournment thereof), to vote for me/us and in my/our name(s) in respect of such resolutions as  
 hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	Resolution No. 1		
2.	Resolution No. 2		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2005                      Signature(s)<sup>(5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOXES MARKED "AGAINST"**. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This proxy form 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, attorney or other person duly authorized to sign the same.
6. To be valid this proxy form 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, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjourned meeting.
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first on the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint registered holders.
8. A member entitled to attend and vote is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
9. Completion and delivery of this proxy form 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.
10. Any alteration made to this proxy form must be initialled by the person who signs it.