

信和置業有限公司

股東週年大會(或其任何續會)代表委任表格

本人/吾等(註1) _____

地址為 _____

為上述公司股本中每股面值1.00港元普通股股份(註2) _____股

之登記持有人，茲委任大會主席或(註3) _____

地址為 _____

為本人/吾等之代表，代表本人/吾等出席定於二零零五年十一月十七日(星期四)上午九時三十分假座九龍尖沙咀廣東道三十三號中港城皇家太平洋酒店九字樓太平洋廳舉行上述公司之股東週年大會(或其任何續會)，並於該大會(或其任何續會)進行投票表決時，代表本人/吾等並以本人/吾等名義，依照下列欄內所載指示投票，若無所載指示，則由代表自行決定。

	贊成(註4)	反對(註4)
1. 省覽截至二零零五年六月三十日止年度之經審核財務報告書與董事會及核數師報告書。		
2. 宣派末期股息每普通股0.115港元或可選擇以股代息。		
3. (i) 選舉夏佳理先生，GBS, CVO, OBE, JP連任董事。		
(ii) 選舉李民橋先生連任董事。		
(iii) 選舉傅育寧博士連任董事。		
(iv) 選舉唐國通先生連任董事。		
(v) 選舉鄧永鏞先生連任董事。		
(vi) 選舉黃永光先生連任董事。		
(vii) 授權董事會釐定董事酬金。		
4. 重聘德勤•關黃陳方會計師行為核數師及授權董事會釐定核數師酬金。		
5. (i) 批准股份購回授權(列於股東週年大會通告內第5(i)項之普通決議案)。		
(ii) 批准股份發行授權(列於股東週年大會通告內第5(ii)項之普通決議案)。		
(iii) 批准擴大股份發行授權(列於股東週年大會通告內第5(iii)項之普通決議案)。		

日期：_____

簽署：(註5) _____

附註：

1. 請用正楷填上姓名及地址。
2. 請填上以閣下名義登記之每股面值1.00港元普通股股份數目。倘不填上股份數目，則本表格將被視為與全部以閣下名義登記之本公司普通股股份有關。
3. 如擬委派大會主席以外之人士為代表，請將「大會主席或」字樣刪去，並在空欄內填上閣下所擬委派代表之姓名及地址。代表委任表格之每項更改，均須由簽署人簡簽示可。
4. 注意：倘閣下擬投票贊成某項決議案，請在適用之「贊成」方框內填上「✓」號。倘閣下擬投票反對某項決議案，請在適用之「反對」方框內填上「✓」號。如不給予指示，則代表人可自行決定投票或棄權。代表同時可對在通告內未列出而在大會上正式提出之決議案投票。
5. 本代表委任表格必須由閣下或閣下之書面授權人士簽署。倘股東為一有限公司，則代表委任表格必須加蓋該公司鋼印，或經由公司負責人或獲正式授權之人士簽署。
6. 本代表委任表格連同授權簽署本表格之授權書或其他授權文件(如有)或經由公證人簽署證明之授權書或授權文件副本，必須最遲於大會或續會(視情況而定)召開四十八小時前送達香港九龍尖沙咀梳士巴利道尖沙咀中心十二字樓本公司註冊辦事處，方為有效。
7. 如屬聯名股東，任何一位聯名股東均可親自或委派代表投票，惟規定：若親自或委派代表出席之聯名股東多於一人，則該等出席股東中，只有在股東名冊內排名於首位者方有權就有關之股份投票。
8. 受委代表毋須為本公司股東，但須親自出席大會以代表閣下。
9. 閣下填妥交回代表委任表格後，屆時仍可親自出席大會投票。



Sino Land Company Limited

Proxy Form for use at the Annual General Meeting (or at any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
ordinary shares of HK\$1.00 each in the capital of the above-named Company, **HEREBY APPOINT** the Chairman of
the Meeting or ^(Note 3) _____
of _____
as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be
held at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha
Tsui, Kowloon on Thursday, the 17th day of November, 2005 at 9:30 a.m. and at such Meeting (or at any adjournment
thereof) and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or if no such indication
is given, as my/our proxy thinks fit.

	For ^(Note 4)	Against ^(Note 4)
1. To receive and consider the audited Financial Statements and the Directors' and Auditors' Reports for the year ended 30th June, 2005.		
2. To declare a final dividend of HK\$0.115 per ordinary share with an option for scrip dividend.		
3. (i) To re-elect Mr. Ronald Joseph Arculli, GBS, CVO, OBE, JP as Director. (ii) To re-elect Mr. Adrian David Li Man-kiu as Director. (iii) To re-elect Dr. Fu Yuning as Director. (iv) To re-elect Mr. Raymond Tong Kwok Tung as Director. (v) To re-elect Mr. Thomas Tang Wing Yung as Director. (vi) To re-elect Mr. Daryl Ng Win Kong as Director. (vii) To authorise the Board to fix the Directors' remuneration.		
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors for the ensuing year and to authorise the Board to fix their remuneration.		
5. (i) To approve share repurchase mandate (Ordinary Resolution on item 5(i) of Notice of Annual General Meeting). (ii) To approve share issue mandate (Ordinary Resolution on item 5(ii) of Notice of Annual General Meeting). (iii) To approve extension of share issue mandate (Ordinary Resolution on item 5(iii) of Notice of Annual General Meeting).		

Dated _____

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of HK\$1.00 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote 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 or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order 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 notorially certified copy of such power or authority, must be deposited at the registered office of the Company, 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting (as the case may be).
7. In the case of joint holders, any one of such joint holders may vote at the Meeting, either personally or by proxy, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares shall alone be entitled to vote in respect thereof.
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 the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

