



## SHIMAO INTERNATIONAL HOLDINGS LIMITED

### 世茂國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 649)

#### FORM OF PROXY FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the abovenamed company (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the Special General Meeting or \_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend the Special General Meeting of the Company (or any adjournment thereof) to be held at Units 4307–12, 43/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on 27 June, 2007 at 10:30 a.m. (or as soon thereafter as the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement as referred to in the notice convening the Special General Meeting) convened pursuant to the direction of the Supreme Court of Bermuda for the same place and date shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Special General Meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	FOR <sup>4</sup>	AGAINST <sup>4</sup>
Resolution no. 1 (as Special Resolution)		
Resolution no. 2 (as Ordinary Resolution)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007

Signature(s) <sup>6</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). 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).
- If any proxy other than the Chairman of the Special General Meeting is preferred, delete the words "the Chairman of the Special General Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Special General Meeting other than those referred to in the notice convening the meeting.
- 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Special 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 either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Special General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Special General Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Special General Meeting in person to represent you.