



SHIMAO INTERNATIONAL HOLDINGS LIMITED

世茂國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 649)

IN THE SUPREME COURT OF BERMUDA, CIVIL JURISDICTION

2007: No. 133

IN THE MATTER OF

SHIMAO INTERNATIONAL HOLDINGS LIMITED

and

IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

FORM OF PROXY FOR COURT MEETING (OR ANY ADJOURNMENT THEREOF)

For use at the court meeting (or at any adjournment thereof) (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme of Arrangement as referred to in the notice convening the Court Meeting) convened at the direction of the Supreme Court of Bermuda.

I/We¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.10 each in the capital of the abovenamed company (the “**Company**”) HEREBY APPOINT³ the Chairman of the Court Meeting or _____
of _____

as my/our proxy to attend the Court Meeting to be held at Units 4307–12, 43/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on 27 June, 2007 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement referred to in the notice convening the Court Meeting (the “**Scheme**”) and at the Court Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the Scheme as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme ⁴	AGAINST the Scheme ⁴

Dated this _____ day of _____ 2007

Signature(s) ⁶ _____

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 Court Meeting is preferred, delete the words “the Chairman of the Court 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 the Scheme”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK IN THE BOX MARKED “AGAINST the Scheme”.** 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 Court Meeting other than those referred to in the notice convening the Court 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 Court 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 to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the Court 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 Court 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 Court Meeting in person to represent you.