



SINO HAIJING HOLDINGS LIMITED

中國海景控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1106)

FORM OF PROXY

This form of proxy is for use at the Extraordinary General Meeting to be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 27 June 2011 at 3:00 p.m. (the “EGM”).

I/We, (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____

shares of HK\$0.05 each in the capital of Sino Haijing Holdings Limited (the “Company”), hereby appoint (Note 3)

_____ or failing him, the Chairman of the EGM

as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM and any adjournment thereof on the resolutions as indicated below:

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve the subdivision of each issued and unissued share of HK\$0.05 in the share capital of the Company into two shares of HK\$0.025 each, further details of which are set out in the circular of the Company dated 10 June 2011.		

Dated this _____ day of _____ 2011. Shareholder’s signature (Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (2) 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 Company registered in your name(s).
- (3) Please insert the name of proxy desired. If no name is inserted, the Chairman of the EGM will act as your proxy. Any alteration made to this form of proxy must be initialed by the person(s) who signs it. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and in such event, the proxy shall be deemed to be revoked.
- (4) Please indicate with an (X) in appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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 EGM.
- (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 the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of authority shall be deposited with the Company for the attention of the Company Secretary at the Company’s principal place of business at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof.
- (8) A proxy need not be a member of the company but must attend the EGM in person to represent you.