



# SINO HAIJING HOLDINGS LIMITED

## 中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8065)

### EXTRAORDINARY GENERAL MEETING FORM OF PROXY

**This form of proxy is for use at the extraordinary general meeting (the “EGM”) to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 30 November 2009 at 2:30 p.m.**

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares  
of HK\$0.1 each in the capital of Sino Haijing Holdings Limited (the “Company”), hereby  
appoint (Note 3) \_\_\_\_\_ of \_\_\_\_\_  
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:

	<b>ORDINARY RESOLUTIONS</b> (Note 4)	<b>FOR</b> (Note 5)	<b>AGAINST</b> (Note 5)
1.	To approve the grant of 4,000,000 share options to Mr. Wang Yi		
2.	To approve the grant of 2,880,000 share options to Mr. Deng Chuangping		
3	To authorise any one Director and/or the company secretary of the Company to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the grant of share options		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ . Shareholder’s signature (Note 6) \_\_\_\_\_

*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 and address 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.
- (4) The description of the resolutions are by way of summary only. The full text appears in the notice of EGM.
- (5) 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 resolution 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.
- (6) 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.
- (7) 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.
- (8) 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 notarially certified copy of such power of authority shall be deposited with the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof.
- (9) A proxy need not be a member of the Company but must attend the EGM in person to represent you.