



# 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)

### FIRST EXTRAORDINARY GENERAL MEETING FORM OF PROXY

This form of proxy is for use at the first extraordinary general meeting (the "First EGM") to be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Wednesday, 2 January 2008 at 11:00 a.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) \_\_\_\_\_  
or failing him, the Chairman of the First EGM as my/our proxy to attend and vote for me/us and on my/our behalf at the First EGM and any adjournment thereof on the resolutions as indicated below:

	ORDINARY RESOLUTIONS (Note 4)	FOR (Note 5)	AGAINST (Note 5)
1.	To approve the share transfer agreement dated 13 November 2007 made between Ms. Sam Mei Wa ("Mrs. Chao") and Great Prospect Enterprises Limited in relation to the proposed acquisition of the entire interest in Wisdom Sun International Limited held by Mrs. Chao, and to approve the allotment and issue of an aggregate of 120,689,655 new shares (each, a "Consideration Share") of HK\$0.1 par value each in the capital of the Company credited as fully paid at an issue price of HK\$1.11 per Consideration Share to Haijing Holdings Limited, a company incorporated in the BVI with limited liability and is wholly owned by Mr. Chao Pang Fei ("Mr. Chao") (who is a director of the Company)		
2.	To approve the share transfer agreement dated 13 November 2007 made between Mr. Chao and Great Prospect Enterprises Limited in relation to the proposed acquisition of the entire interest in Dragon Vault International Limited held by Mr. Chao		
3.	To approve the share transfer agreement dated 13 November 2007 made between Innovis (IB) Limited and Mr. Lam Ying Hung Andy in relation to the proposed disposal of the entire interest in Innovis Technology Limited (an indirectly wholly-owned subsidiary of the Company) to Mr. Lam Ying Hung Andy		
4.	To grant a refreshed general mandate to the directors of the Company to issue not more than 20% of the total issued share capital of the Company as at the date of passing of this resolution		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007. 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 of proxy desired. If no name is inserted, the Chairman of the First 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 First EGM.
- (4) The descriptions of the resolutions are by way of summary only. The full text appears in the notice of First 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 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 First 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 branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, 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 First EGM or any adjourned meeting thereof.
- (9) A proxy need not be a member of the company but must attend the First EGM in person to represent you.