



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)

SECOND EXTRAORDINARY GENERAL MEETING

FORM OF PROXY

This form of proxy is for use at the second extraordinary general meeting (the "Second EGM") to be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 14 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 Second EGM as my/our proxy to attend and vote for me/us and on my/our behalf at the Second EGM and any adjournment thereof on the resolution as indicated below:

	ORDINARY RESOLUTION (Note 4)	FOR (Note 5)	AGAINST (Note 5)
1.	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 _____ . 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 Second 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 Second EGM.
- (4) The description of the resolution is by way of summary only. The full text appears in the notice of Second EGM.
- (5) Please indicate with an (X) in appropriate space beside the resolution 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 Second 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 Second EGM or any adjourned meeting thereof.
- (9) A proxy need not be a member of the company but must attend the Second EGM in person to represent you.