



CHINA HAIDIAN HOLDINGS LIMITED

中國海澱集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

FORM OF PROXY

Form of proxy for use at the annual general meeting of CHINA HAIDIAN HOLDINGS LIMITED ("the Company") convened at 3:00 p.m. on Thursday, the 25th day of May, 2006.

I/We (note 1) _____ of _____

being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital of the Company, HEREBY APPOINT (note 3) _____ of _____

or failing him, the Chairman of the meeting as my/our proxy to attend the annual general meeting (or at any adjournment thereof) of the Company to be held at Marina Room II, 2nd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong, on Thursday, the 25th day of May, 2006 at 3:00 p.m. and at the said meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	FOR (Note 4)	AGAINST (Note 4)
1. To receive and consider the financial statements and the reports of the directors and auditors for the year ended 31st December, 2005.		
2. (a) To re-elect Mr. Shi Tao as director.		
(b) To re-elect Mr. Fung Tze Wa as director.		
(c) To re-elect Dr. Kwong Chun Wai, Michael as director.		
(d) To authorize the directors to fix the remuneration of the directors.		
3. To re-appoint auditors and to authorize the directors to fix their remuneration.		
4. Ordinary resolution under item 4 of notice of annual general meeting (To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital).		
5. Ordinary resolution under item 5 of notice of annual general meeting (To grant a general mandate to the directors to issue additional shares not exceeding 20% of the issued share capital).		
6. Ordinary resolution under item 6 of notice of annual general meeting (To extend the general mandate under item 5).		
7. Special resolution under item 7 of notice of annual general meeting (To amend Articles 99, 116 and 122 of the Company's Articles of Association).		

Dated the _____ day of _____, 2006. 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 of HK\$0.10 each to which this proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote 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 meeting.
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. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. In order 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 thereof, must be deposited at the principal place of business of the Company at Suites 2701-2705 & 2715-2716, 27th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting as the case may be).
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Any alteration made in this form of proxy must be initialled by the person who signs it.