



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 special general meeting of CHINA HAIDIAN HOLDINGS LIMITED ("the Company") convened at 11:00 a.m. on Tuesday, 21 December 2010.

I/We¹ _____ of _____

being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of the Company, HEREBY APPOINT the Chairman of the meeting or³ _____ of _____

as my/our proxy to attend the special general meeting (or at any adjournment thereof) of the Company to be held at Units 1902-04, Level 19, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Tuesday, 21 December 2010 at 11:00 a.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.

RESOLUTION	For ⁴	Against ⁴
To appoint BDO Limited as the auditors of the Company to fill the vacancy occasioned by the resignation of Grant Thornton Hong Kong and to hold office until the conclusion of the next general meeting of the Company and to authorize the board of directors of the Company to fix the remuneration of the auditors of the Company.		

Dated this _____ day of _____ 2010.

Signature of Shareholder: _____

Full Name: _____

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 will be deemed to relate to all the shares of the Company in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person you wish to appoint in the space provided. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Please indicate with a "✓" in the appropriate box beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his discretion.
5. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. 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 with Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 48 hours before the time for holding the meeting or adjourned meeting.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.