



# STYLAND HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 211)

## FORM OF PROXY

**Form of proxy for use by shareholders at the special general meeting (the "Meeting") of Styland Holdings Limited (the "Company") to be held at 28/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on 23 October 2007 at 11:00 a.m. and at any adjournment thereof.**

I/We (note a) \_\_\_\_\_

of \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (note b) shares

of HK\$0.01 each in the Company hereby appoint the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy (note c) at the Meeting to be held on 28/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on 23 October 2007 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) (note d).

Ordinary Resolutions		For	Against
1.	To approve the Subscription Agreement 1, the issue of Convertible Bonds 1 and the transactions contemplated thereunder, including allotment and issue of the 1st Conversion Shares		
2.	To approve the Subscription Agreement 2, the issue of Convertible Bonds 2 and the transactions contemplated thereunder, including allotment and issue of the 2nd Conversion Shares		
3.	To approve the Subscription Agreement 3, the issue of Convertible Bonds 3 and the transactions contemplated thereunder, including allotment and issue of the 3rd Conversion Shares		
4.	To approve the Subscription Agreement 4, the issue of Convertible Bonds 4 and the transactions contemplated thereunder, including allotment and issue of the 4th Conversion Shares		
5.	To approve the Subscription Agreement 5, the issue of Convertible Bonds 5 and the transactions contemplated thereunder, including allotment and issue of the 5th Conversion Shares		
6.	To approve the Subscription Agreement 6, the issue of Convertible Bonds 6 and the transactions contemplated thereunder, including allotment and issue of the 6th Conversion Shares		
7.	To approve the Subscription Agreement 7, the issue of Convertible Bonds 7 and the transactions contemplated thereunder, including allotment and issue of the 7th Conversion Shares		
8.	To approve the Subscription Agreement 8, the issue of Convertible Bonds 8 and the transactions contemplated thereunder, including allotment and issue of the 8th Conversion Shares		
9.	a To elect Ms. Yeung Han Yi Yvonne as an executive director of the Company and the board of directors of the Company be authorised to fix her remuneration		
	b To elect Ms. Chan Chi Mei Miranda as an executive director of the Company and the board of directors of the Company be authorised to fix her remuneration		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2007

Signature (notes e, f, g and h) \_\_\_\_\_

**Notes:**

- a. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- b. 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 capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolutions. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g. 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 or authority must be deposited with Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h. Any alteration made to this form should be initiated by the person who signs the form.