



# SHANGHAI ZENDAI PROPERTY LIMITED

## 上海証大房地產有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 755)

### Form of proxy for use at the special general meeting to be held at 10:00 a.m. on Thursday, 10 June 2010

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.02 each in the share capital of Shanghai Zendai Property Limited (the “**Company**”), HEREBY APPOINT the Chairman of the Meeting or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, \_\_\_\_\_  
of \_\_\_\_\_,  
as my/our proxy to attend and to vote for me/us on my/our behalf at the special general meeting (the “**Meeting**”) of the Company to be held at Unit 6108, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Thursday, 10 June 2010 (or at any adjournment thereof). I/We hereby direct my/our proxy to vote for or against the resolutions as set out in the notice convening the Meeting as indicated herebelow or, if no such indication is given, my/our proxy will vote or abstain from voting as he/she thinks fit.

Ordinary resolution <sup>(10)</sup>		For <sup>(5)</sup>	Against <sup>(5)</sup>
1.	To approve the JV Agreements and the transactions contemplated thereunder		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature: \_\_\_\_\_

#### Notes:

1. Please insert your full name and address in **BLOCK CAPITAL LETTERS** in the space provided.
2. Please insert the number of ordinary shares of HK\$0.02 each to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If none, this proxy form will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the “the Chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITALS LETTERS** in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
4. The full text of these resolutions appears in the notice of the Meeting dated 26 May 2010.
5. If you wish to vote for a resolution, place a tick “√” in the column marked “For”. If you wish to vote against a resolution, place a tick “√” in the column marked “Against”. If no indication is given, the proxy will vote or abstain at his/her discretion.
6. Corporations must execute this proxy form under common seal or (under the hand of) an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
7. In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
8. Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will 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 in respect of the joint holding.
10. The full text is set out in the notice convening the Meeting in the circular of the Company dated 26 May 2010 despatched to you along with this proxy form.

\* for identification purpose only