



SHANG HUA HOLDINGS LIMITED

上華控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 371)

Proxy Form

Form of proxy for the 2006 annual general meeting to be convened on Wednesday, 29 November 2006 at 3:00 p.m. (or any adjournment thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of
Shang Hua Holdings Limited, ("the Company") **HEREBY APPOINT** ^(note 3) _____ of

or failing him, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Room 1601, Cosco Tower, 183 Queen's Road Central, Hong Kong on Wednesday, 29 November 2006 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the annual general meeting in the manner 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 audited financial statements and the reports of the directors and auditors for the year ended 30 June 2006.		
2. (i) To re-elect Ms. Guan Mei as an executive director of the Company.		
(ii) To re-elect Mr. Ngai Chi Yung as an independent non-executive director of the Company.		
(iii) To re-elect Mr. Chan Wai Kwong, Peter as an independent non-executive director of the Company.		
(iv) To authorize the board of directors to fix the directors' remuneration.		
3. To appoint Messrs. HLM & Co as auditors of the Company and to authorize the board of directors to fix their remuneration.		

Dated this _____ day of _____, 2006

Signature ^(note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**. The names of all joint holders should be stated.
- 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 of the capital of the Company registered in your name(s).
- Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any member entitled to attend and vote at the meeting shall be entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE "FOR" ANY RESOLUTION, TICK IN THE BOX MARKED "FOR", IF YOU WISH TO VOTE "AGAINST" ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete any or all boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 certified copy of such power or authority, must be deposited at the Company's Branch Registrars in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
- 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 were solely entitled thereto, but if more than one of such joint holders is present at any meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only