

**Form of proxy for use at the annual general meeting
 to be held on Thursday, 15 September 2005 at 10:00 a.m. (or at any adjournment thereof)**

I/We ^(note 1) _____
 of _____
 being the registered holder(s) of ^(note 2) _____
 ordinary shares of HK\$0.01 each in the capital of **XIN CORPORATION LIMITED** (the "Company"), HEREBY APPOINT ^(note 3) _____
 the chairman of the meeting, or _____
 of _____
 as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 15 September 2005 at 10:00 a.m. (the "Meeting") (or at any adjournment thereof) for the purpose of considering and, if thought fit, pass with or without amendments the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated and, 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 consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2005.		
2.	To determine the maximum number of the directors at 10.		
3.	A. (i) To re-elect Mr. Wilson Ng as an executive director.		
	(ii) To re-elect Mr. Yu Wai Man as an executive director.		
	(iii) To re-elect Mr. Ko Kwong Woon, Ivan as an independent non-executive director.		
	B. To authorise the board of directors of the Company to fix their remuneration.		
4.	To re-appoint Messrs. Ernst & Young as the auditors and to authorise the board of directors of the Company to fix their remuneration.		
5.	A. To grant a general mandate to the directors to allot and issue shares.		
	B. To grant a general mandate to the directors to repurchase shares.		
6.	To add the nominal amount of the shares repurchased pursuant to resolution no. 5B to the nominal amount of share capital to be allotted and issued pursuant to resolution no. 5A.		
7.	To amend the Bye-laws of the Company.		

Signature(s) ^(note 5) _____ Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) and to which this proxy relates. 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).
- If any proxy other than the chairman of the Meeting is preferred, strike out the words "the chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOXES MARKED "AGAINST".** If no direction is given, the proxy will vote or abstain as he/she thinks fit. 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.
- Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- The instrument appointing a proxy and (if required by the board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Room 2107, 21st Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

* For identification only