

**Form of proxy for use at the special general meeting of Xin Corporation Limited
to be held on Monday, 27th March, 2006 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 special general meeting of the Company,
or _____
of _____
as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at
Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 27th
March, 2006 at 10:00 a.m. (the "Special General Meeting") (or at any adjournment thereof) for the purpose of
considering and, if thought fit, passing, with or without amendments, the ordinary resolution as set out in the notice
convening the Special General Meeting and at such Special General Meeting (or at any adjournment thereof) to vote
for me/us and in my/our name(s) in respect of such resolution as hereunder indicated and, if no such indication is
given, as my/our proxy thinks fit.

	FOR ^(note 4)	AGAINST ^(note 4)
Ordinary resolution		

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 shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Special General Meeting is preferred, strike out the words "the chairman of the special general meeting of the Company, 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 Special General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX 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 or abstain at his/her discretion on any resolution properly put to the Special General Meeting other than that referred to in the notice convening the Special General 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.
- As the above ordinary resolution is subject to independent shareholders' approval, the votes of members to be taken at the above meeting to approve such ordinary resolution shall be taken on a poll.

* For identification only