远洋地产

SINO-OCEAN

遠洋地產控股有限公司

Sino-Ocean Land Holdings Limited

(incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

(Stock Code: 03377)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING ON 18 DECEMBER 2008

I/We *(Note 1)* ____________________

of ____________________

being the registered holder(s) of *(Note 2)* __________ shares of HK$0.80 each in the share capital of Sino-Ocean Land Holdings Limited (the "**Company**"), HEREBY APPOINT *(Note 3)* ____________________

of ____________________

OR FAILING HIM, the CHAIRMAN OF THE MEETING as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the Company to be held at Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 18 December 2008 at 10:30 a.m. and at any adjournment thereof, to vote for me/us and in my/our names in respect of the resolutions as set out in the Notice of Extraordinary General Meeting of the Company as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To approve, confirm and/or ratify the Grand More SP Agreement and the Tsanghao SP Agreement and to authorize the directors of the Company to do such acts and things, to sign and execute such other documents in connection with or in relation to the Grand More SP Agreement and the Tsanghao SP Agreement.		
2.	To authorize the allotment and issuance of not more than 202,711,000 new shares of the Company of par value of HK$0.80 each in the share capital of the Company (the "Consideration Shares") to Key Sky and to authorize the directors of the Company to do such acts and things, to sign and execute such other documents in connection with or in relation to such allotment and issuance of the Consideration Shares.		
3.	To elect Mr. Yin Yingneng Richard as a non-executive director of the Company and to authorize the board of directors of the Company to fix Mr. Yin's remuneration.		

Dated this __________ day of ____________________ 2008   Signature *(Note 5)* ____________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK$0.80 each 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 share capital of the Company registered in your name(s).
3. Please insert the full name(s) and address(es) of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. A proxy need not be a member of the Company but must attend the meeting in person to represent you. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
4. **IMPORTANT**: If you wish to vote for any resolution, please tick in the appropriate box marked "For". If you wish to vote against any resolution, please tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice of Extraordinary General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. The full descriptions of the resolutions proposed to be considered and approved at the Extraordinary General Meeting are set out in the Notice of Extraordinary General Meeting dated 28 November 2008, which is also available at the Company's website at www.sinooceanland.com.
7. In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
8. 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 notarially certified copy of that power or authority, must be deposited with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.