



**SHENYIN WANGUO (H.K.) LIMITED**  
**申銀萬國（香港）有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock code: 218)

**Proxy Form for use at the Annual General Meeting to be held on 19 May 2006**

I/We (note 1) \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of (note 2) \_\_\_\_\_ shares of HK\$0.50 each in the capital of SHENYIN WANGUO (H.K.) LIMITED (the "Company") hereby appoint (note 3) \_\_\_\_\_ of \_\_\_\_\_

or failing him, the Chairman of the meeting to act as my/our proxy and vote for me/us at the Annual General Meeting of the Company to be held at the Dragon Room, The Hong Kong Bankers Club at 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong on Friday, 19 May 2006 at 9:00 a.m. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

		<b>FOR</b> (note 4)	<b>AGAINST</b> (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 December 2005.		
2.	To declare a final dividend.		
3.	To consider and, if thought fit, pass Resolution 3 in the notice convening the aforesaid meeting as a special resolution.		
4.	(a) To re-elect Mr Huang Gang as Director.		
	(b) To re-elect Mr Ying Niankang as Director.		
	(c) To re-elect Mr Ng Wing Hang Patrick as Director.		
	(d) To re-elect Mr Kwok Lam Kwong Larry as Director.		
	(e) To authorise the Board of Directors to fix the remuneration of the Directors.		
5.	To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.		
6.	To consider and, if thought fit, pass Resolution 6 in the notice convening the aforesaid meeting as an ordinary resolution.		
7.	To consider and, if thought fit, pass Resolution 7 in the notice convening the aforesaid meeting as an ordinary resolution.		
8.	To consider and, if thought fit, pass Resolution 8 in the notice convening the aforesaid meeting as an ordinary resolution.		

Date: \_\_\_\_\_

Signature (note 5): \_\_\_\_\_

**Notes:**

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.50 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote 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 convening the 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, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. 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(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s), shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the registered office of the Company at 28th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong not less than 48 hours before the time for the holding of the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.