SHIFANG HOLDING LIMITED
十 方 控 股 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1831)

Form of proxy for use at the Annual General Meeting or any adjournment thereof

I/We *(Note 1)* ____
of ____

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being the registered holder(s) of ______________________ share(s) *(Note 2)* of HK$0.10 each (the "**Share**") in the issued share capital of SHIFANG HOLDING LIMITED (the "**Company**") hereby appoint the chairman of the annual general meeting of the Company (the "Meeting"), or failing him/her *(Note 3)* ______________________ of

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as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong, on Monday, 30 May 2011 at 2:30 p.m. (or at any adjournment thereof), in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	For *(Note 4)*	Against *(Note 4)*
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and PricewaterhouseCoopers, the external auditors (the "**Auditors**") of the Company and its subsidiaries for the year ended 31 December 2010.		
2.	To re-elect Mr. Chen Zhi, a retiring Director, as an executive Director.		
3.	To re-elect Mr. Hong Pei Feng, a retiring Director, as an executive Director.		
4.	To re-elect Mr. Zhang Tie Zhu, a retiring Director, as an executive Director.		
5.	To re-elect Mr. Wang Ping, a retiring Director, as a non-executive Director.		
6.	To re-elect Mr. Zhou Chang Ren, a retiring Director, as an independent non-executive Director.		
7.	To re-elect Mr. Wang Heung Ming, Henry, a retiring Director, as an independent non-executive Director.		
8.	To re-elect Mr. Zhuo Ze Yuan, a retiring Director, as an independent non-executive Director.		
9.	To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the Directors.		
10.	To re-appoint the Auditors and to authorise the Board to fix their remuneration.		
	Ordinary Resolutions		
11.	Special Business – to grant a general mandate to the Directors to repurchase the Shares not exceeding 10 per cent. of the existing issued share capital of the Company at the date of passing this Resolution.		
12.	Special Business – to grant a general mandate to the Directors to allot and issue new Shares not exceeding 20 per cent. of the existing issued share capital of the Company at the date of passing this Resolution.		
13.	Special Business – to include the amount of the Shares repurchased by the Company under Resolution 11 to the mandate granted to the Directors under Resolution 12.		

Date: ______________________ Signed: *(Note 5)* ______________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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 in the issued share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete "the Chairman of the meeting" and insert the name and address of the desired proxy in the space provided. **(ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.)**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR" IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST"** Failure to tick a box will entitle your proxy to cast your vote or abstain 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint registered holders, 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 registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
7. In order 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 such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.