



JINHUI HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 137)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 20 MAY 2005

Number of shares to which this Proxy relates (Note 1)	
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I/We (Note 2) _____

of (Note 3) _____

shareholder(s) of JINHUI HOLDINGS COMPANY LIMITED (the "Company") hereby appoint (Note 4) the Chairman
of the Extraordinary General Meeting of the Company or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the
Company (the "**Meeting**") to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway,
Hong Kong on Friday, 20 May 2005 at 9:30 a.m. and at any adjournment thereof as hereunder indicated in respect of
the Ordinary Resolution and the Special Resolution set out in the notice of the Meeting (the "**Notice**"), and, if no
such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	For (Note 5)	Against (Note 5)
To approve the ordinary resolution as fully set out in the Notice regarding the subdivision of the issued and unissued shares of HK\$1.00 each in the share capital of the Company into ten shares of HK\$0.10 each in the share capital of the Company (the " Subdivision ").		
To approve the special resolution as fully set out in the Notice regarding the amendments to the relevant provisions of the Articles of Association of the Company concerning the share capital of the Company following the Subdivision.		

Dated this _____ day of _____ 2005 Signature(s) (Note 6): _____

Notes:

1. Please insert the number of shares registered in your name(s) to which the 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).
2. Please insert full name(s) in **BLOCK CAPITALS**.
3. Please insert address(es) in **BLOCK CAPITALS**.
4. If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Extraordinary General Meeting of the Company or" and insert the name and address of the proxy desired in the spaces provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
7. 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 as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
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 of attorney or other authority, must be deposited at the registered office of the Company at 26th Floor, Yardley Commercial Building, 1-6 Connaught Road West, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting (as the case may be).
9. Deposit of this form of proxy at the registered office of the Company will not preclude you from attending and voting at the meeting or at any adjournment thereof.