



JINHUI HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 137)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 21 JUNE 2004

Number of shares to which this Proxy relates (<i>Note 1</i>)	
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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 Annual 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 Annual 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 21 June 2004 at 9:30 a.m. and at any adjournment thereof as hereunder indicated in respect of the Resolutions set out in the Notice of the Meeting, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	For (<i>Note 5</i>)	Against (<i>Note 5</i>)
1. To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2003.		
2. To re-elect Directors and fix their remuneration.		
3. To re-appoint Messrs. Moores Rowland Mazars as Auditors for the ensuing year and authorise the Directors to fix their remuneration.		
4. To grant a general mandate to the Directors to allot shares.		
5. To grant a general mandate to the Directors for the repurchase of shares.		
6. To add the nominal amount of the shares repurchased under resolution 5 to the mandate granted to the Directors under resolution 4.		
7. To amend the Articles of Association.		

Dated this _____ day of _____ 2004 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 Annual 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 convening the Meeting.
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 holding the Meeting and any adjourned meeting.