



**SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED**

**上海實業城市開發集團有限公司**

(formerly known as Neo-China Land Group (Holdings) Limited

中新地產集團(控股)有限公司)

(Incorporated in Bermuda with limited liability)

**(Shares – Stock Code: 563; Convertible bonds due 2011 – Stock Code: 2528)**

**Form of Proxy for use at the Special General Meeting to be held on 23 November 2010**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of HK\$0.04 each in the capital of Shanghai Industrial Urban Development Group Limited (the “Company”), hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or, failing him, the chairman of the meeting <sup>(Note 3)</sup> as my/our proxy to attend and vote for me/us at the Special General Meeting of the Company to be held at Suites 3005-3007, 30/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 November 2010 at 10:00 a.m. (the “Meeting”) and any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below <sup>(Note 4)</sup>.

Ordinary Resolution	For	Against
To approve (i) the transactions contemplated under the letter dated 29 September 2010 entered into between Power Tact Investment Ltd, 上海城開(集團)有限公司, 城開綠碳(天津)股權投資基金合夥企業 and 上海市房地產交易中心土地交易市場 in relation to the acquisition of land use right of a plot of land (the “Land”) with a site area of 8.73 hectares (approximately 131 mu) which is located in Nanfang Shangcheng, Mei Long Town, Minhang District, Shanghai City, PRC; and (ii) a joint venture agreement to be entered into between Power Tact Investment Ltd. 上海城開(集團)有限公司 and 城開綠碳(天津)股權投資基金合夥企業 in relation to the formation of a joint venture company, namely, 上海城開集團龍城置業有限公司 for the purposes of, inter alia, acquiring the Land and the transactions contemplated thereunder		

Dated \_\_\_\_\_ 2010.

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the Register of Members of the Company.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A member of the Company who is the holder of two or more shares may appoint one or more proxies to attend the Meeting and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) THE RELEVANT BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be in writing and 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, attorney or other person authorised to sign the same.
- To be valid, this completed and signed form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- This form of proxy representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
- This form of proxy shall not be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
- Delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish; and in such event, the form of proxy shall be deemed to be revoked.