



COSCO International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 0517)

PROXY FORM FOR SPECIAL GENERAL MEETING TO BE HELD ON 19TH OCTOBER 2006

I/We, ¹ _____ (name)
of _____ (address)
being the registered holder(s) of ² _____ shares of
HK\$0.10 each in the capital of COSCO International Holdings Limited (“the Company”) hereby appoint ³ the Chairman of the
Meeting or _____ (name)
of _____ (address)

as my/our proxy to vote for me/us on my/our behalf at the special general meeting (the “Meeting”) of the Company to be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 19th October 2006, Thursday at 10:00 a.m. or 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 the Meeting or any adjournment thereof to vote for me/us and in my/our names(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

| ORDINARY RESOLUTION | FOR ⁴ | AGAINST ⁴ |
|---|------------------|----------------------|
| To approve, confirm and/or ratify the conditional share transfer agreement dated 22nd August 2006 whereby Dynamic Class Limited, a wholly-owned subsidiary of the Company, has agreed to purchase 24% equity interest in Sino Ocean Real Estate Development Co., Ltd. | | |

Dated this _____ day of _____ 2006 Shareholder’s Signature ⁵ _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company (“Shares”) registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF NO DIRECTION IS GIVEN, YOUR PROXY MAY VOTE OR ABSTAIN AS HE/SHE THINKS FIT. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form 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 to sign the same.
- In order to be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Abacus Share Registrars 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 of the Meeting or any adjournment thereof.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the Meeting, either personally or by proxy, that one of the said persons present whose name stands first on the register of members in respect of such Shares shall be alone be entitled to vote in respect thereof.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- The ordinary resolution to be considered at the Meeting will be decided by poll. On voting by poll, each member shall have one vote for each Share.