



**CHINA GRAND FORESTRY GREEN RESOURCES GROUP LIMITED**  
**中國林大綠色資源集團有限公司**

(Formerly known as “China Grand Forestry Resources Group Limited 中國林大資源集團有限公司”) )  
 (incorporated in Bermuda with limited liability)  
 (Stock code: 00910)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING  
 TO BE HELD ON TUESDAY, 19 AUGUST 2008 AT 11:00 A.M.  
 (OR ANY ADJOURNMENT THEREOF)**

I/We <sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital  
 of abovenamed company (the “Company”) HEREBY APPOINT <sup>3</sup> \_\_\_\_\_  
 of \_\_\_\_\_,  
 or failing him, the Chairman of the meeting, as my/our proxy to attend and vote for me/us and on my/our behalf at  
 the said meeting of the Company to be held at Units 3307-11, 33/F., West Tower, Shun Tak Centre, 168-200  
 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 19 August 2008 at 11:00 a.m. (or at any adjournment  
 thereof) in respect of the resolutions set out in the notice convening the said meeting (the “Notice”) as hereunder  
 indicated, and, if no such indication is given, as my/our proxy thinks fit.

	<b>ORDINARY RESOLUTION</b>	<b>FOR</b> <sup>4</sup>	<b>AGAINST</b> <sup>4</sup>
1.	To approve, ratify and confirm the Acquisition Agreement (as defined in the Notice and any transactions contemplated thereunder including but not limited to the issue of the Convertible Note (as defined in the Notice) and the issue and allotment of any Conversion Shares (as defined in the Notice) which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Note.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

Shareholder’s signature(s) <sup>5</sup> \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS as set out in the register of members of the Company. The name of all joint registered holders should be stated.
- 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 capital of the Company registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK (“✓”) IN THE BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised. In the case of a joint holding, this form of proxy may be signed by any joint holder.
- 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 or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis 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 said meeting.
- 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 is 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.

\* For identification purpose only