



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)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 11:00 a.m. on Friday, 29 August, 2008 at Units 3307-11, 33rd Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or any adjournment thereof

I/We (note a) _____

of _____

being the registered holder(s) of _____

(note b) shares of HK\$0.10 each of China Grand Forestry Green Resources Group Limited (“Company”) hereby appoint the Chairman of the Meeting

or _____

of _____

to act as my/our proxy (note c) at the Annual General Meeting of the Company to be held at 11:00 a.m. on Friday, 29 August, 2008 at Units 3307-11, 33rd Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong and at any adjournment thereof and to vote for me/us and on my/our behalf in respect of the resolutions as set out in the notice convening the said meeting as indicated below and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS

	ORDINARY BUSINESS	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March, 2008.		
2.	(a) To re-elect Ms. Cao Chuan as executive director of the Company (b) To re-elect Mr. Cheung Wai Tak as the executive director of the Company (c) To re-elect Mr. John MacMillan Duncanson as the non-executive director of the Company (d) To re-elect Mr. Zou Zi Ping as the independent non-executive director of the Company (e) To authorise the board of directors to fix the directors’ remuneration		
3.	To re-appoint the Company’s auditors and authorise the board of directors to fix their remuneration		
	SPECIAL BUSINESS: ORDINARY RESOLUTION		
4.	To grant a general mandate to the directors to issue, allot and otherwise deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company on the date of passing this resolution		
5.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing this resolution		
6.	To extend the general mandate granted to the directors under resolution no. 4 by the nominal amount of the shares repurchased by the Company under the general mandate granted under resolution no. 5		
7.	To approve the refreshment of scheme limit on the grant of options under the share option scheme of the Company		

Dated the _____ day of _____ 2008

Shareholder’s signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 offices of the Company’s Hong Kong branch registrar, Tricor Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only