



# CHINA GRAND FORESTRY GREEN RESOURCES GROUP LIMITED

## 中國林大綠色資源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 00910)

(the "Company")

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of China Grand Forestry Green Resources Group Limited (the "Company") to be held at Units 3309-11, 33/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 30 March 2010 at 10:30 a.m. and any adjournment thereof (or immediately after the conclusion or adjournment of the special general meeting of the Company to be held at 10:00 a.m. on the same day, if later).

I/We <sup>(1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of the Company

hereby appoint the Chairman of the Meeting, or <sup>(3)</sup> \_\_\_\_\_

as my/our proxy at the Meeting (and at any adjournment thereof) and to vote on my/our behalf in respect of the resolution set out in the notice of the Meeting (with or without modification) as hereunder indicated or, if no such indication is given, as my/our proxy may think fit.

ORDINARY RESOLUTION		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	(a) To approve, confirm and ratify the agreement (the "Disposal Agreement") dated 12 February 2010 entered into between the Company and Forcemade Investments Limited relating to the sale and purchase of the Disposal Assets (as defined in the circular dated 12 March 2010 issued to shareholders of the Company) and the transactions contemplated thereunder; and		
	(b) to authorise the directors of the Company to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the Disposal Agreement.		

Dated \_\_\_\_\_

Signature<sup>(5)(6)(7)(8)</sup> \_\_\_\_\_

### Notes:-

- Full name(s) and address(es) 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 Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. 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 you wish to appoint in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX 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. 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 form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under the common seal or under the hand of an officer or attorney duly authorised in that behalf.
- 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 was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- 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 thereof must be deposited at the Company's branch share registrar in Hong Kong at Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Meeting or adjourned meeting at which the person named in the form proposes to vote or, in case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.