



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)

PROXY FORM

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, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 30 March, 2010, at 10:00 a.m. (and any adjournment thereof).

I/We, ^(Note 1) _____

of _____

being the registered holder(s) of _____ ^(Note 2) ordinary shares of HK\$0.10 each of the Company hereby

appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy ^(Note 3) at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice of the Meeting (the “Notice”) (with or without modifications) as hereunder indicated or, if no such indication is given, as my/our proxy may think fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To grant the general mandate to the directors to issue, allot and otherwise deal with additional shares of the Company (ordinary resolution No. 1 as set out in the Notice).		
2.	To approve the refreshment of the scheme mandate limit under the share option scheme of the Company (ordinary resolution No. 2 as set out in the Notice).		

Dated _____ 2010 Signature^(Notes 5&6) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the capital 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 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 appointed proxy 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 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 be either under its 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 shares as if he was solely entitled thereto. However, if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect 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 notorially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong no later than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- 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.