



粵海制革有限公司

GUANGDONG TANNERY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock code: 1058)

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION COURT OF FIRST INSTANCE

FORM OF PROXY FOR THE MEETING OF THE HOLDERS OF THE SCHEME SHARES (AS DEFINED BELOW) DUE TO BE HELD ON 22ND SEPTEMBER, 2005 (OR AT ANY ADJOURNMENT THEREOF)

Form of Proxy for use at the Court Meeting (as defined below), or at any adjournment thereof convened by direction of the High Court of the Hong Kong Special Administrative Region ("HKSAR") of the holders of the Scheme Shares (as defined in the Scheme of Arrangement referred to in the Notice convening such Meeting (the "Scheme")).

I/We,¹ _____,
of _____

being the registered holder(s) of² _____
ordinary shares of HK\$0.10 each in the capital of Guangdong Tannery Limited (the "Company"), HEREBY APPOINT the
Chairman of the Court Meeting or³ _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the meeting of the aforesaid holders of ordinary shares of HK\$0.10 each in the capital of the Company convened by direction of the High Court of the HKSAR (or at any adjournment thereof) (the "Court Meeting") to be held at Chater Room I, The Function Room Level (B1), The Ritz-Carlton, Hong Kong, 3 Connaught Road, Central, Hong Kong on 22nd September, 2005 at 3:00 p.m. for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme⁴	AGAINST the Scheme⁴

Dated this _____ day of _____ 2005 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of the ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all of such shares registered in your name(s).
- If any proxy other than the Chairman of the Court Meeting is preferred, strike out the words "the Chairman of the Court Meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies (who must be an individual) to attend and vote in your stead. Your proxy need not be a member of the Company, but your proxy must attend the Court Meeting to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK IN THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK IN THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice convening the Court Meeting or abstain.
- This Form of Proxy must be signed by you or your attorney authorised in writing or, if the appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised by it to sign the same.
- You are requested to lodge 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, with Tengis Limited, the share registrar and transfer office of the Company, by hand or by post, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the Court Meeting or adjourned Court Meeting at which the person named in this Form of Proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the Court Meeting or adjourned Court Meeting, not later than 48 hours before the time appointed for the taking of the poll, and in default this Form of Proxy shall not be treated as valid. However, if this Form of Proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of this Form of Proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of you attending the Court Meeting after having lodged this Form of Proxy, this Form of Proxy will be deemed to have been revoked.
- Where there are joint registered holders of any share in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.