



粵海制革有限公司

GUANGDONG TANNERY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1058)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note a) _____

of _____,

being the registered holder(s) of ^(Note b) _____ ordinary shares of HK\$0.10 each in the capital of **GUANGDONG TANNERY LIMITED** (the "Company") hereby appoint the Chairman of the extraordinary general meeting or ^(Note c) _____

of _____ to act as my/our proxy to attend for me/us at the extraordinary general meeting of the Company (the "Meeting") (or at any adjournment thereof) to be held at The Boardroom, Basement II, The Wharney Guang Dong Hotel Hong Kong, No. 57-73, Lockhart Road, Wanchai, Hong Kong on Wednesday, 8 August 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at the Meeting or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated and if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

ORDINARY RESOLUTION	FOR ^(Note d)	AGAINST ^(Note d)
To approve the Subscription Agreement and the transactions contemplated thereunder and grant of the Special Mandate		

Dated this _____ day of _____ 2007 Shareholder's signature ^(Note e) _____

Notes:

- (a) Full name(s) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (c) 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 extraordinary general meeting or" and insert the name and address of the person to be appointed as proxy in the space provided. A proxy need not be a member of the Company.
- (d) **If you wish to vote for the resolution set out above, please tick ("√") the box marked "For". If you wish to vote against such resolution, please tick ("√") the box marked "Against".** Failure to complete the box will entitle your proxy to cast your votes or abstain from voting 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.
- (e) This form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, either under its seal or under the hand of an officer or attorney or other person so authorised.
- (f) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a shareholder of the Company. A shareholder may appoint any number of proxies to attend in his stead at the Meeting.
- (g) Delivery of any instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
- (h) In the case of a joint holders of any share of the Company, 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 joint holder whose name stands first on the register of members in respect of the such share shall alone be entitled to vote in respect thereof.
- (i) 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 certified copy of such power or authority, must be deposited at the share registrars of the Company, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (j) Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.