



浙江永隆實業股份有限公司
ZHEJIANG YONGLONG ENTERPRISES CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China)
 (Stock Code: 8211)

**PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON WEDNESDAY, 11 APRIL 2012**

No. of Shares to which this Proxy relates <i>(note 2)</i>	
Type of Shares to which this Proxy relates	Domestic Shares / H Shares <i>(note 3)</i>

I/We *(note 1)* _____ of _____ being registered holders of Domestic Share(s) / H Share(s) *(note 3)* in 浙江永隆實業股份有限公司 (Zhejiang Yonglong Enterprises Co., Ltd.*) (the "Company") **HEREBY APPOINT** _____ *(note 4)* of _____ or failing him/her, the Chairman of the extraordinary general meeting (the "EGM") as my/our proxy(ies) to attend and vote on my/our behalf at the EGM of the Company to be held at the Conference Room of the Office Building of the Company at Yangxun Qiao Town, Shaoxing County, Zhejiang Province, the People's Republic of China (the "PRC") on Wednesday, 11 April 2012 at 10:30 a.m. (or at any adjournment thereof) for the purposes of considering and if thought fit, passing the resolutions set out in the notice convening the EGM dated 24 February 2012. I/We direct that my/our vote(s) be cast on the ordinary resolutions below as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution(s) at his/her own discretion.

	ORDINARY RESOLUTION	For <i>(note 5)</i>	Against <i>(note 5)</i>
1.	<p>"THAT</p> <p>(i) the assets transfer agreement dated 30 December 2011 entered into between the Company, as vendor, and 紹興縣楊汛橋鎮人民政府 (The People's Government of Yang Xun Qiao Town, Shaoxing County*), as purchaser, in relation to the disposal of the land use rights of the five parcels of adjoined land located at Sunjia Qiao, Yang Xun Qiao Town, Shaoxing County, Zhejiang Province, the People's Republic of China with a total site area of approximately 61,035 square metres, and the factory buildings, office buildings and other constructed structures thereon with a total gross floor area of approximately 63,282 square metres at a total consideration of RMB79,772,200 (the "Assets Transfer Agreement", a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(ii) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of or in connection to implementing, completing and giving effect to the Assets Transfer Agreement and the transactions contemplated thereunder and to agree to such variations for the terms of the Assets Transfer Agreement as he may in his absolute discretion consider necessary or desirable."</p>		
2.	<p>"THAT</p> <p>(i) the electricity and steam supply agreement dated 30 December 2011 entered into between the Company and 浙江永利熱電有限公司 (Zhejiang Yongli Thermal Electricity Company Limited*) ("Zhejiang Yongli Thermal") in respect of the provision of electricity and steam from Zhejiang Yongli Thermal to the Company (the "Electricity and Steam Supply Agreement", a copy of which has been produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(ii) the relevant annual caps for each of the three years ending 31 December 2014 being RMB17,136,000 in 2012, RMB17,404,000 in 2013 and RMB18,410,000 in 2014, be and are hereby approved; and</p> <p>(iii) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of or in connection to implementing, completing and giving effect to the Electricity and Steam Supply Agreement and the annual caps and the transactions contemplated thereunder and to agree to such variations for the terms of the Electricity and Steam Supply Agreement as he may in his absolute discretion consider necessary or desirable."</p>		

Signature(s) ^(note 8)

Registered Holder(s) of Domestic Share(s)/H Share(s) ^(note 3)

Dated this _____ day of _____

** For identification purpose only*

Notes:

1. Full name(s) (in Chinese and English) and registered address(es) (as shown in the register of members of the Company) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated. Only one of the joint holders needs to sign (but see note 6 below).
2. Please insert the number of Domestic Share(s) or H Share(s) in the Company 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 in the Company registered in your name(s).
3. Please delete as appropriate.
4. A holder of Domestic Share(s) or H Share(s) entitled to attend and vote at the EGM is entitled to appoint one or more proxy(ies) to attend the EGM and, on poll, to vote on his/her behalf. A proxy need not be a member of the Company but must attend the EGM in person to represent you. Please insert the full name(s) (in Chinese and English) and address(es) of the proxy(ies) desired in the space provided. If no name is inserted, the duly appointed chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST"**. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
6. Where there are joint holders of any shares in the Company, any one of such persons may vote at the EGM either personally, or by proxy, in respect of such shares in the Company as if he/she were solely entitled thereto, and if more than one of such joint holders are present at the EGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
7. To be valid, this completed and signed form of proxy, together with any power of attorney or other authorisation (if any) under which it is signed or a notarially certified copy of such power of attorney or authorisation, must be delivered to the Company's legal address in the PRC at Yangxun Qiao Town, Shaoxing County, Zhejiang Province, the PRC (for holders of Domestic Shares), or deposited at the office of the Company's H Share registrar, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time fixed for the EGM or any adjournment thereof.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and in such event, this form of proxy shall be deemed revoked.