



**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 Friday, 11 March 2011**

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

I/We <sup>(note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_,  
 being registered holders of Domestic Share(s)/H Share(s) <sup>(note 3)</sup> in 浙江永隆實業股份有限公司 (Zhejiang Yonglong Enterprises Co., Ltd.) (the "Company") **HEREBY APPOINT** \_\_\_\_\_ <sup>(note 4)</sup>  
 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 Friday, 11 March 2011 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 25 January 2011. I/We direct that my/our vote(s) be cast on the specified 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.

<b>SPECIAL RESOLUTION</b>	<b>For</b> <sup>(note 5)</sup>	<b>Against</b> <sup>(note 5)</sup>
To consider and, if thought fit, to pass with or without modification, the following resolution as special resolution of the Company:-		
1. "THAT the proposed amendments to the articles of the association (the "Articles") of the Company (details of which are set out in the circular of the Company dated 25 January 2011) be and are hereby approved, subject to all necessary approvals, authorisations, or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities and THAT any one director or secretary to the board (the "Board") of directors of the Company be and is hereby authorised to deal with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles."		
<b>ORDINARY RESOLUTIONS</b>	<b>For</b> <sup>(note 5)</sup>	<b>Against</b> <sup>(note 5)</sup>
To consider and, if thought fit, to pass with or without modifications, the following resolutions as ordinary resolutions of the Company:-		
2. "THAT Mr. Ru Guan Jun ("Mr. Ru") be and is hereby appointed as (i) an executive director of the Company, (ii) the chairman of the Board, (iii) a member of the remuneration committee of the Company, and (iv) a member of the nomination committee of the Company for a period of 3 years effective from the date of the EGM and THAT the Board be and is hereby authorised to enter into a service contract with Mr. Ru for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB96,000 payable by 浙江永利實業集團有限公司 (Zhejiang Yongli Industry Group Co. Ltd.) ("Zhejiang Yongli")."		
3. "THAT Mr. Xia Xian Fu ("Mr. Xia") be and is hereby appointed as an executive director of the Company for a period of 3 years effective from the date of the EGM and THAT the Board be and is hereby authorised to enter into a service contract with Mr. Xia for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB96,000 payable by Zhejiang Yongli."		
4. "THAT Ms. Wang Ai Yu ("Ms. Wang") be and is hereby appointed as (i) a supervisor of the Company, and (ii) the chairman of supervisory committee of the Company for a period of 3 years effective from the date of the EGM and THAT the Board be and is hereby authorised to enter into a service contract with Ms. Wang for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB36,000 payable by Zhejiang Yongli."		
5. "THAT Mr. Hu Hua Jun ("Mr. Hu") be and is hereby appointed as a supervisor of the Company for a period of 3 years effective from the date of the EGM and THAT the Board be and is hereby authorised to enter into a service contract with Mr. Hu for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB36,000."		

Signature(s) <sup>(note 8)</sup> \_\_\_\_\_  
 Registered Holder(s) of Domestic Share(s)/H Share(s) <sup>(note 3)</sup>

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, 18<sup>th</sup> 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.