



寶業集團股份有限公司

BAOYE GROUP COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)
(Stock code: 2355)

Proxy Form for Extraordinary General Meeting to be held on 19 November 2007 (or at any adjournment thereof)

No. of shares to which this Proxy relates ¹	
Type of shares (domestic shares or H shares of the Company) to which this Proxy relates ¹	

I/We ² _____
(of _____)
being the registered holder(s) of domestic share(s)/H share(s)³ of Baoye Group Company Limited ("Company") HEREBY APPOINT the Chairman of the Extraordinary General Meeting or ⁴ _____
(of _____)
as my/our proxy at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at 2nd Floor, Baoye Group Research and Development Building, No. 501 Shanyin West Road, Keqiao, Shaoxing County, Zhejiang Province, the People's Republic of China on 19 November 2007 at 9:30 a.m. for the purpose of considering and if thought fit, passing the resolutions as set out in the notice of the Extraordinary General Meeting dated 2 October 2007 and at the Extraordinary General Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as directed below:-

	For ⁵	Against ⁵
Special Resolution to approve the issue of short-term commercial paper by the Company and all the transactions contemplated thereby		

Signed this _____ day of _____, 2007.

Signature(s) _____
Holder(s) of domestic shares or H shares

Notes:

- Please insert the number of domestic shares or H shares relates to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all such shares in the capital of the Company registered in your name(s).
- Full name(s) (in Chinese and English) and registered address(es) (as shown in the register of member(s)) to be inserted in **BLOCK LETTERS**.
- Please delete as appropriate.
- A proxy need not be a member of the Company. A holder of domestic shares or H shares is entitled to appoint a proxy to attend and, in the event of a poll, vote in his/her stead. If such an appointment is made, you may delete the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a "✓" in the appropriate space how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice of the Extraordinary General Meeting.
- In the case of joint holders, the vote of the senior who tenders as vote, whether in person or by proxy or by representative, will be accepted to the execution of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. If the proxy form is signed by your attorney, the written authorisation or other authorisation documents of such attorney should be notarised.
- In order to be valid, the proxy form must be deposited by hand or post, for holders of H shares of the Company to the H shares registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Center, 28 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

* For identification purposes only