



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 Annual General Meeting to be held on 1 June 2006
(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/We² _____
 (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 Annual General Meeting or ⁴ _____

(of _____)

as my/our proxy at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at 13th Floor, Development Building, No. 208 Jianhu Road, Keqiao, Shaoxing County, Zhejiang Province, the People's Republic of China on 1 June 2006 at 2:30 p.m. for the purpose of considering and if thought fit, passing the Ordinary Resolutions and Special Resolution as set out in the Notice of Annual General Meeting dated 7 April 2006 and at the Annual General Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as directed below:—

	For⁵	Against⁵
Ordinary Resolution No.1 to approve the report of the board of directors of the Company (the "Board") for the year 2005		
Ordinary Resolution No.2 to approve the report of the supervisory committee of the Company for the year 2005		
Ordinary Resolution No.3 to approve the audited consolidated financial statements of the Company and its subsidiaries (the "Group") and the auditors' reports for the year ended 31 December 2005		
Ordinary Resolution No.4 to authorise the Board to decide for matters relating to the payment of final dividend for the year 2005		
Ordinary Resolution No.5 to re-appoint the Company's auditors and to authorise the Board to fix their remuneration		
Ordinary Resolution No.6 to approve the resignation of Mr. Wu Weimin as the Company's non-executive director		
Ordinary Resolution No.7 to approve any motion proposed by any shareholder of the Company holding 5% or more of the shares with voting rights at such meeting, if any		
Special Resolution to approve the general mandate to allot new shares		

Signed this _____ day of _____, 2006. 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 Annual 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 INITIALLED 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 on a poll. 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 Annual General Meeting other than those referred to in the Notice of the Annual 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 authorization 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, Tengis Limited at 26th Floor, Tesbury Centre, 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 Annual General Meeting if you so wish.
- The description of the resolutions is by way of summary only. The full text appears in the Notice of Annual General Meeting dated 7 April 2006.

* For identification purposes only