



CHINA TIMBER RESOURCES GROUP LIMITED
(中國木業資源集團有限公司)
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 269)

FORM OF PROXY OF ANNUAL GENERAL MEETING
(or at any adjournment thereof)

I/We,¹ _____ (name)
of _____ (address)
being the registered holder(s) of³ _____
shares of HK\$0.01 each in the capital of China Timber Resources Group Limited (“Company”), **HEREBY APPOINT**
the Chairman of the meeting, or⁴ _____ (name)
of _____ (address)
as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company to be held at 7/F,
Xin Rui Ke Da Lou, Bao Shui Qu, Fu Tian Shi, Shenzhen, China (中國深圳福田市保稅區鑫瑞科大樓7層), on Monday,
30 August 2010 at 11:30 a.m. and vote and act for me/us and on my/our behalf in respect of the undermentioned
resolutions as indicated.

Resolutions		For ⁵	Against ⁵
1.	To approve an ordinary resolution — to receive and consider the audited financial statements and the reports of directors and of the auditor for the year ended 31 March 2010.		
2.	To approve ordinary resolutions: (a) To re-elect Mr. Tsang Kam Ching, David as an executive director. (b) To re-elect Mr. Bao Liang Ming as an independent non-executive director.		
3.	To approve an ordinary resolution — to authorize the board of directors of the Company to fix directors’ remuneration.		
4.	To approve an ordinary resolution — to re-appoint the retiring auditors for the ensuing year and authorize the board of directors of the Company to fix their audit fee.		
5.	To approve an ordinary resolution — to grant an unconditional mandate to directors to allot, issue and deal with new shares.		

Signature⁶: _____ Dated this _____ day of _____ 2010

Note:

1. Please insert your full name and address in **BLOCK CAPITALS** in the space provided. Only one of joint holders should be mentioned (but see Note 2 below).
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
3. Please insert the number of shares of HK\$0.01 each in the Company to which this proxy relates and registered in your name(s). 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).
4. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
5. Please indicate with a tick in the relevant box which way you wish your votes to be cast, if no indication is given, the proxy will vote or abstain at his discretion.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized on its behalf.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority **MUST** be deposited at the Company’s Hong Kong branch share registrars, Tricor Progressive Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting at any adjournment thereof (as the case may be). Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
8. Any alternation made in this form should be initialed.

* For identification purpose only