



SANYUAN GROUP LIMITED 三元集團有限公司

(Incorporated in Hong Kong with limited liability)
Stock code: 0140

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held at Botticelli, 2/F, Langham Hotel, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 9 June 2006 at 10:00 a.m. and at any adjournment thereof.

I/We (note 1) _____

of _____

being the registered holder(s) of (note 2) _____

shares of \$0.02 each in the capital of Sanyuan Group Limited (“the Company”). **HEREBY APPOINT** (note 3) _____

of _____

or failing him, the chairman of the meeting, to act for me/us as my/our proxy at the Annual General Meeting of the Company to be held at Botticelli, 2/F, Langham Hotel, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 9 June 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit (note 4).

ORDINARY RESOLUTIONS	FOR	AGAINST
(1) To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2005.		
(2) To re-elect directors and to fix their remuneration:		
(a) Mr. Zhou Haijun		
(b) Mr. Xu Zhi		
(3) To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
(4) To grant general mandate to the directors to issue ordinary shares of the Company.		

Dated this _____ day of _____ 2006 Signature (note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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).
- 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised in that behalf.
- 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 thereof; 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 share shall alone be entitled to vote in respect thereof.
- To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s registrars, Secretaries Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- The proxy needs not be a member of the Company but must attend the meeting in person in order to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**