



CHINA FORESTRY HOLDINGS CO., LTD.

中國森林控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 930)

PROXY FORM

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ (Note 2) shares of US\$0.001 each (the "Shares") in the capital of China Forestry Holdings Co., Ltd. (the "Company") hereby appoint the Chairman of the annual general meeting of the Company for the year ended 31 December 2011 (the "Meeting") (Note 3) or _____ of _____ to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at No. 6 Conference Hall on 3rd Floor, Kuntai Royal Hotel, B12 Chaoyang Menwai Avenue, Beijing, the People's Republic of China on Friday, 15 June 2012 at 10:30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the "Notice") convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated: (Note 4)

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1.	To adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2011, together with the reports of the directors and auditors of the Company thereon		
2.	(a) To re-elect Mr. Li Kwok Cheong as an executive director of the Company		
	(b) To re-elect Mr. Xiao Feng as a non-executive director of the Company		
	(c) To re-elect Mr. Meng Fan Zhi as a non-executive director of the Company		
3.	To authorize the Board to fix the directors' remuneration		
4.	To re-appoint Crowe Horwath (HK) CPA Limited as the auditors of the Company and to authorize the Board to fix their remuneration		
5.	To grant a general mandate to the Board to allot, issue and deal with the Company's additional shares as set out in resolution no. 5 of the Notice		
6.	To grant a general mandate to the Board to repurchase the Company's shares as set out in resolution no. 6 of the Notice		
7.	To extend the general mandate to the Board to allot, issue and deal with such number of additional shares as may be repurchased by the Company as set out in resolution no. 7 of the Notice		

Date _____ Signature (Note 5) _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the annual general meeting of the Company for the year ended 31 December 2011 (the "Meeting") or" and insert the name and address of the proxy desired in the space provided. Any alternation made to this form of proxy must be initiated by the person who signs it. If no name is inserted, the Chairman of the Meeting will, subject to the limitation as hereinafter mentioned, act as your proxy.
4. **Important:** If you wish to vote for a resolution, place a tick in the corresponding box under the column marked "FOR". If you wish to vote against a resolution, place a tick in the corresponding box under the column marked "AGAINST". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. 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, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
7. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
10. Re-election of each Director under resolution number 2 shall be voted upon by way of separate resolutions. Details of the retiring Directors are set out in the circular of the Company dated 17 May 2012.