



ZHEJIANG SHIBAO COMPANY LIMITED*

浙江世寶股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8331)

FORM OF PROXY FOR THE H SHARE CLASS MEETING

*I/We¹ _____

of _____

being the registered holder(s) of _____ H Shares² of RMB1 each in the share capital of Zhejiang Shibao Company Limited* (the "Company"), HEREBY APPOINT the Chairman of the H Share Class Meeting or³ _____

of _____ as ^{*}my/our proxy to attend and vote for ^{*}me/us and act on ^{*}my/our behalf at the H Share Class Meeting (or at any adjournment thereof) of the Company to be held at Conference Room, 3rd Floor of Office Building No. 6, 17th Avenue, HEDA, Hangzhou, Zhejiang Province, China (Postal Code 310018), on Monday, 22 March 2010 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the H Share Class Meeting and at the H Share Class Meeting (or at any adjournment thereof) to vote for ^{*}me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as ^{*}my/our proxy thinks fit.

	SPECIAL RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To consider and approve the proposed Main Board Transfer Listing, and to authorise the Board to (i) file any application and submission, do all such actions and things, execute related documents and implement all related actions for and on behalf of the Company as they may deem necessary, desirable or expedient to effect and implement the below-mentioned; and (ii) complete and deal with all other necessary procedures and registrations/filings incidental to, or in respect of the Main Board Transfer Listing in obtaining the following approvals: (1) the Stock Exchange granting an approval of the Main Board Transfer Listing application of the Company; (2) the CSRC granting an approval of the Main Board Transfer Listing application; (3) the obtaining of all other relevant approvals (if any) in respect of the implementation of the Main Board Transfer Listing and the fulfillment of all consents or conditions that may be incidental to such approvals.		
2.	Subject to the passing of Special Resolution No. 1 above and conditional upon the listing of and commencement to deal in the H Shares on the Main Board, to consider and approve the proposed amendments to the Articles of Association; and to authorise the Board to further amend the Articles of Association for Main Board Transfer Listing, if required by the provisions of the relevant laws and regulations and the requirements of the relevant regulatory authorities of the PRC and Hong Kong in respect of the Main Board Transfer Listing for the purpose of satisfying the requirements of the relevant laws and regulations of the PRC and Hong Kong.		

Signature:⁵ _____

Date: _____

Notes:

- Please insert full name(s) and address(es) in block letters. Please state the names of all joint registered holders.
- Please insert the number of and class of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman of the H Share Class Meeting is preferred, strike out the words "the Chairman of the H Share Class Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT:** If you wish to vote for any resolution, please tick the box marked "FOR". If you wish to vote against any resolution, tick in the box marked "AGAINST". Failure to do so will entitle your proxy to 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 H Share Class Meeting other than those referred to in the notice convening the H Share Class Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal entity, must be either executed under its seal or under the hand of an officer, a representative or other attorney duly authorised to sign the same.
- To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a certified copy (if any) of that power of attorney or other authority (if any), must be delivered to the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Share Class Meeting or any adjournment thereof.
- Where there are joint registered holders of any share in the Company, any one of such joint registered holders may vote at the H Share Class Meeting, either in person 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 is present at the H Share Class Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- A proxy need not be a shareholder of the Company, but must attend the H Share Class Meeting in person to represent you.
- Completion and return of the form will not preclude you from attending and voting by way of a poll in person at the H Share Class Meeting or any adjournment thereof should you so wish, and in such event, the form of proxy will be deemed to be revoked.

* Please delete the inappropriate for identification purpose only