



雲南實業控股有限公司

YUNNAN ENTERPRISES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0455)

Proxy form for use at the Extraordinary General Meeting to be held on 10 December 2007 at 3:00 p.m. (or at any adjournment thereof)

I/We ¹ _____
of _____

being the registered holder(s) of ² _____ shares of HK\$0.10 each in the capital of Yunnan Enterprises Holdings Limited ("the Company") hereby appoint ³ _____
of _____

or the Chairman of the meeting to act as my/our proxy to attend and act for me/us on my/our behalf at the extraordinary general meeting of the Company to be held at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong on 10 December 2007 at 3:00 p.m. (or at any adjournment thereof) convened 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 as hereunder indicated ⁴, or if no such indication is given, as my/our proxy thinks fit.

		FOR ⁴	AGAINST ⁴
1.	To approve the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the acquisition of the Sale Share and the Sale Loan by the Company from Tianda and the issuance and allotment of the Consideration Shares		
2.	To approve the Whitewash Waiver		
3.	To approve the increase in the authorised share capital of the Company		

Shareholder's signature ⁵ : _____

Date: _____ 2007

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "or the Chairman of the meeting" and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick in the box will entitle your proxy to cast your vote 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 authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorized in writing.
- In the case of 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 but if more than one of such joint holders is present at the meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 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 thereof must be deposited at the Company's principal place of business in Hong Kong at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof).
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.