

CHINA WEAVING MATERIALS HOLDINGS LIMITED

中國織材控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3778)

Form of Proxy For the 2012 Annual General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.10 each in the capital of China Weaving Materials Holdings Limited (the "Company") hereby appoint the Chairman³
of the Annual General Meeting, or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "Annual General Meeting") of the Company to be held at Zhao Ri Hotel, Fengxin County, Jiangxi Province, the PRC at 10:30 a.m. on Wednesday, 9 May 2012 and at any adjournment thereof on the undermentioned resolution as indicated and if no such indication is given as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2011.		
2.	To declare a final dividend of HK2.0 cents per share for the year ended 31 December 2011.		
3.	To re-elect Mr. Nie Jianxin as an independent non-executive director of the Company.		
4.	To re-elect Mr. Ng Wing Ka as an independent non-executive director of the Company.		
5.	To authorise the board of directors of the Company to fix the remuneration of the Company's directors.		
6.	To re-appoint Deloitte Touche Tohmatsu as the Company's auditors and to authorise the board of directors of the Company to fix their remuneration.		
7.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.		
8.	To grant a general mandate to the directors to repurchase shares of the Company.		
9.	To extend the general mandate granted to the directors to issue shares by the number of shares repurchased.		

Signature: _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the Annual General meeting is preferred, please strike out "the Chairman of the Annual General Meeting, or" and insert the name and address of the proxy desired in the space provided.
4. Please indicate with an "X" in the relevant box how you wish the proxy to vote on your behalf. If this form of proxy is returned without any indication, you will be deemed to have authorised your proxy to vote or abstain from voting as he thinks fit.
5. Any alteration made to this form of proxy should be initialled.
6. Any member entitled to attend and vote is entitled to appoint a proxy(ies) to attend instead of him and to vote on a poll. A proxy need not be a member of the Company.
7. If the appointor is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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.
9. 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 certified copy of that power or authority must be completed and deposited to the Company's Hong Kong share registrar, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof (as the case may be).
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof (as the case may be).