

Et-china.com International Holdings Limited

FORM OF PROXY

EXTRAORDINARY GENERAL MEETING

1st July 2009 at 4p.m. (Beijing)

I / We: (full name)of (address):

being a member of Et-china.com International Holdings Limited ("**Company**"), do hereby appoint:

(full name)

or failing him: (full name)
.....

or failing him the Chairman of the Meeting as my / our proxy to attend the extraordinary general meeting of the Company to be held at Level 14, Jianhe Center, 111 Tiyunxi Road Guangzhou, China on 1st July 2009 at 4 p.m. (Beijing time) or any adjournment thereof.

The proxy is to vote as follows:

Special Resolution	For*	Against*
1. In Article 171.1, the share control limits will be amended so that references to 30% shall be replaced with 33%.	<input type="checkbox"/>	<input type="checkbox"/>
2. In the part of the Articles of Association relating to the Appointment, Retirement and Removal of Directors, a new article shall be inserted permitting any shareholder of the Company to appoint, remove and replace one Director for so long as they hold 25% or more of the issued share capital of the Company and two Directors for so long as they hold 30% or more of the issued share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. Special resolution is to be sought to amend the option scheme to increase the threshold from the current 12.5% to 15% and to ratify any excess number of option over the current cap, should that exist after taking into consideration of departure of option holders.	<input type="checkbox"/>	<input type="checkbox"/>

***please complete either "For*" or "Against*" for each resolution by marking "X" in each respective box. If no indication is given your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the meeting as he/she thinks fit).**

If by an individual:

Signed:

Dated: 2009

If for and on behalf of a corporation:

Signed by:

For* and on behalf of:

Position:

Dated: 2009

NOTES:

1. A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend and, on a poll, to vote in his/her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received by the Registrar, Capita Registrars (Jersey) Limited, 12 Castle Street, St Helier, Jersey, JE2 3RT Channel Islands or at such other place as is specified for that purpose in the notice of meeting issued by the Company not later than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
3. Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he/she so wishes.
4. 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 votes of the other joint holders 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.
5. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those members entered on the register of members of the Company as at 4 p.m. (Beijing) on 29 June 2009 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 4 p.m. (Beijing) on 29 June 2009, or, if the meeting is adjourned, on the register of members 48 hours before the time fixed for the adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.