

# CHINA METRO-RURAL HOLDINGS LIMITED

August 23, 2010

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

Vote online/phone until 5:00 PM EDT on August 20, 2010 (Friday).

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual General Meeting.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:**  
 The Notice & Proxy Statement is/are available  
 at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=16240>.

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSALS 2 AND 3.**  
**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. Election of Directors:

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)

**NOMINEES:**

- Mr. Cheng Chung Hing, Ricky
- Mr. Sio Kam Seng
- Mr. Cheng Tai Po
- Ms. Leung Wai Yan
- Mr. Lai Chau Ming, Matthew
- Mr. Wong Gee Hang, Henry
- Mr. Tsui King Chung, Francis

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

2. To ratify the appointment of PricewaterhouseCoopers as the Company's independent registered public accounting firm for fiscal year 2010 and to authorize the directors to fix their remuneration. FOR  AGAINST  ABSTAIN
3. To approve the proposal of the Board of Directors to appoint PricewaterhouseCoopers as the Company's independent registered public accounting firm for fiscal year 2011 and to authorize the directors to fix their remuneration. FOR  AGAINST  ABSTAIN

The Board of Directors does not have a recommendation for voting on the following proposal(s):

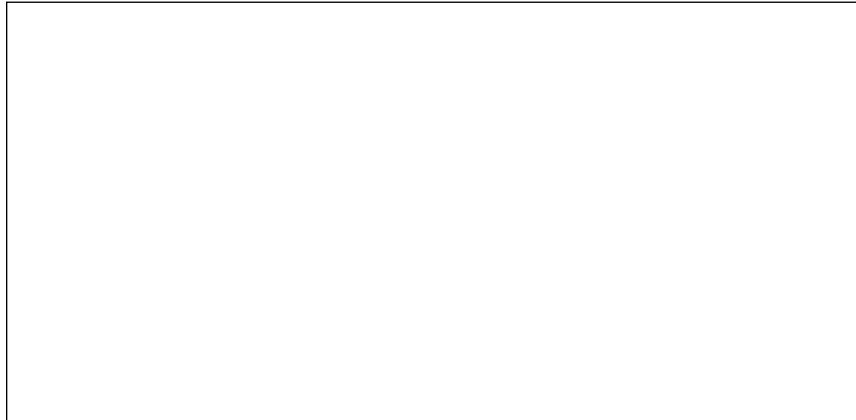
4. To transact such other business as may properly come before the Annual General Meeting or any adjournment or postponement thereof. FOR  AGAINST  ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual General Meeting. This proxy when properly executed will be voted as directed herein by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR ALL NOMINEES in Proposal 1 and FOR Proposal 2 and Proposal 3.**

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



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## **CHINA METRO-RURAL HOLDINGS LIMITED**

**Proxy for Annual General Meeting of Shareholders on August 23, 2010**

**Solicited on Behalf of the Board of Directors**

The undersigned, revoking all prior proxies, hereby appoints Mr. Cheng Chung Hing, Ricky, and Mr. Cheng Tai Po, and each of them, with full power of substitution in each, as proxies for the undersigned, to represent the undersigned and to vote all the ordinary and preferred shares of the Company which the undersigned would be entitled to vote, as fully as the undersigned could vote and act if personally present, at the Annual General Meeting of Shareholders (the "Annual General Meeting") to be held on August 23, 2010, at 10:30 a.m. local time, at Suite 2208-14, 22/F Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong, or at any adjournment or postponement thereof.

**The board of directors recommends a vote "FOR" Proposal 1, Proposal 2 and Proposal 3 herein. To vote in accordance with the recommendations of the board of directors, just sign on the reverse side and mark the appropriate box. If any other business is presented at the Annual General Meeting, this proxy will be voted by those named in this proxy in their best judgment. At the present time, the board of directors knows of no other business to be presented at the Annual General Meeting.**

**(Continued and to be signed on the reverse side.)**