

CL GROUP (HOLDINGS) LIMITED

(昌利 (控股) 有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held at Room 1106, 11/F, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on 1 August 2013 at 2:30 p.m..

I/We¹, _____
of _____
being the registered holder(s) of² _____ shares of
HK\$0.01 each in the share capital of CL Group (Holdings) Limited (the "Company"), hereby appoint³ the Chairman of the meeting
or _____
of _____
as my/our _____
proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Room 1106, 11/F, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on 1 August 2013 at 2:30 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS ⁴		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the directors ("Directors") and auditors of the Company and its subsidiary for the year ended 31 March 2013.		
2.	To declare a final dividend.		
3.	(A) (i) To re-elect Mr. Kwok Kin Chung as executive director;		
	(ii) To re-elect Mr. Lau Kin Hon as executive director;		
	(iii) To re-elect Ms. Choy Wing Man as independent non-executive director;		
	(B) To authorise the board of directors to fix the directors remuneration.		
4.	To re-appoint HLM CPA Limited as auditors of the Company and authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue new shares.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company.		
7.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 5.		

Dated this _____ day of _____ 2013.

Signature⁵ _____

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 of the Company registered in your name(s).
- (3) If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- (4) Please refer to the notice of meeting for the full text of the resolution(s). **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to tick a 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 above.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, 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 holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (7) To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
- (8) **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**