

CHINA LEASON INVESTMENT GROUP CO., LIMITED

中國聯盛投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08270)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING (“MEETING”) TO BE HELD ON WEDNESDAY, 18 MAY 2011 (AND ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of China Leason Investment Group Co., Limited (the “Company”) hereby appoint ^(Note 3) _____
of _____
or failing him/her the chairperson of the Meeting as my/our proxy to attend on my/our behalf at the Meeting to be held at Room 802, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, PRC on Wednesday, 18 May 2011 at 9:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the “Notice”) convening the said Meeting and at such Meeting (and any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
1.	To approve and adopt, subject to and conditional upon the granting by the Listing Division of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the shares (“Shares”) to be issued and allotted by the Company under the new share option scheme of the Company (the “New Share Option Scheme”), the rules of which are set out in a document submitted to the meeting marked “A” and signed for the purpose of identification by the chairman of the meeting, the New Share Option Scheme and to authorise the directors of the Company (“Directors”) to take all such steps as they may deem necessary, desirable or expedient to carry into effect, vary or amend the New Share Option Scheme subject to the terms of the New Share Option Scheme and Chapter 23 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time).		
2.	To authorise the Directors to grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the New Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit.		
3.	To terminate the existing share option scheme of the Company, which was adopted by the Company on 28 July 2003, (the “Existing Share Option Scheme”) conditional upon the New Share Option Scheme becoming unconditional with effect from the adoption of the New Share Option Scheme provided that any options granted under the Existing Share Option Scheme prior to the date of its termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme and the provision of the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of such options.		

Dated this _____ day of _____ 2011

Signature ^(Note 6): _____

Notes:

- Full name(s) and address to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member is entitled to appoint a proxy/proxies to attend and vote in his stead. If such an appointment is made, you may delete the words “or failing him/her the chairperson of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** A proxy need not be a member of the Company.
- An Ordinary Resolution shall be passed by an affirmative vote of more than half of the Company’s total voting shares held by members who are present at the meeting (including proxies). A Special resolution shall be passed by an affirmative vote of not less than three-fourths of the Company’s total voting shares held by members who are present at the meeting (including proxies).
- PLEASE INDICATE WITH** a “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain 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.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. The signature must match the records maintained by the Company’s branch share registrar and transfer office in Hong Kong.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- In order to be valid, this proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting (or any adjournment thereof (as the own may be) if you so wish, but if you attend and vote at the meeting, the authority of your proxy will be invalidated forthwith.