



CHINA INVESTMENT AND FINANCE GROUP LIMITED

中國投融資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1226)

Extraordinary General Meeting to be held on 31 January 2013 (or any adjournment thereof) (the “Meeting”) Form of proxy for use at the Meeting

I/We, (note 1) _____

of _____

being the registered holder(s) _____ of shares (note 2) of HK\$0.20 each in the share capital of CHINA INVESTMENT AND FINANCE GROUP LIMITED (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (note 3) or _____

of _____

as my/our proxy to attend for me/us at the Meeting to be held at Unit 5801-02, 58/F, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 31 January 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting to vote on behalf of me/us and in my/our name(s) in respect of the said resolutions as herein indicated.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To appoint Elite Partners CPA Limited as auditors of the Company; and		
2.	To authorize the Board to fix their remuneration.		
SPECIAL RESOLUTIONS			
1.	To Amend the Articles Of Association.		
2.	To Adopt the Amended and Restated Memorandum and Articles of Association.		

Dated this day _____ of _____ 2013 Signature(s) (Note 5): _____

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 Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 convening the Meeting.
5. This instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
6. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders shall be present at the Meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) must be completed and returned to the Company’s principal office at Unit 5801-02, 58/F, The Centre, 99 Queen’s Road Central, Central, Hong Kong not less than 48 hours before the time for holding the Meeting at which the person named in such instrument proposes to vote, and otherwise the instrument of proxy shall not be treated as valid.
9. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.