



# 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)

**PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL  
MEETING TO BE HELD AT 11:00 A.M. ON FRIDAY, 11 DECEMBER 2015  
AT BEST WESTERN PLUS HOTEL HONG KONG, 308 DES VOEUX ROAD WEST, HONG KONG  
AND ANY ADJOURNMENT THEREOF**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
ordinary share(s) (note 2) of HK\$0.01 each in the capital of China Investment and Finance Group Limited (the “Company”),  
**HEREBY APPOINT** (note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting, as my/our proxy to vote and act for me/us at the extraordinary general meeting of the Company (the “EGM”) (or any adjournment thereof), to be held at 11:00 a.m. on Friday, 11 December 2015, at Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice dated 25 November 2015 convening the EGM (the “Notice”) and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below (note 4).

ORDINARY RESOLUTIONS <sup>(4)</sup>		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To approve the Share Consolidation.		
2.	To approve the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.		
3.	To re-elect Mr. Hon Leung as an independent non-executive director of the Company		

Signature(s) (note 5) \_\_\_\_\_ Date \_\_\_\_\_ 2015

**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 is preferred, strike out the words ‘the Chairman of the meeting’ and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice convening the EGM. Full text of the resolutions are set out in the Notice.
5. This form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
6. Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy needs not to be a shareholder of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
8. Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the EGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
9. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, 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, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
10. Any voting at the EGM shall be taken by poll.