



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)

Annual General Meeting to be held on 29 August 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 Units 03 & 05, 32/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 29 August 2013 at 9:00 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 receive and adopt the audited financial statements and the reports of the Directors and auditors for the year ended 31 March 2013		
2.	(a) To re-elect the expiring or retiring Directors:		
	(i) Mr. ZHOU Han Jie		
	(ii) Mr. CHEN Kaizhi; and		
	(iii) Mr. HA Tak-kong;		
(b) To authorise the directors to fix the remuneration of the directors			
3.	To re-appoint Elite Partners CPA Limited as Auditors and authorise the Directors to fix their remuneration		
4.	To approve a general mandate to the directors to repurchase the Company's own shares not exceeding 10% of the total nominal amount of the existing issued share capital		
5.	To approve a general mandate to the directors to issue and allot additional shares of the Company not exceeding 20% of the total nominal amount of the existing issued share capital		
6.	To extend the general mandate granted to the directors to issue and allot the shares repurchased by the Company pursuant to ordinary resolution no. 4		
7.	To approve the adoption of a new share option scheme		

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 Units 03 & 05, 32/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, 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.