



CONVENIENCE RETAIL ASIA LIMITED

利亞零售有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00831)

PROXY FORM

Form of proxy for use at the Annual General Meeting to be held on Friday, 4 May 2012 at 4:00 p.m.

I/We,¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of the above-named Company (the "Company"), hereby appoint³ _____ of _____ or failing him, the Chairman of the Meeting 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 the Auditorium, 1st Floor, LiFung Tower, 888 Cheung Sha Wan Road, Kowloon, Hong Kong on Friday, 4 May 2012 at 4:00 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1	To receive and adopt the Audited Consolidated Financial Statements and Reports of the Directors and the Auditor of the Company and its subsidiaries for the year ended 31 December 2011		
2	To declare a final dividend		
3	(i) To re-elect Dr. William Fung Kwok Lun as Director		
	(ii) To re-elect Mr. Anthony Lo Kai Yiu as Director		
	(iii) To re-elect Mr. Godfrey Ernest Scotchbrook as Director		
4	To re-appoint PricewaterhouseCoopers as Auditor and authorise the Board to fix their remuneration		
5	To give a general mandate to the Directors to allot and issue additional shares not exceeding 20% of the issued share capital of the Company		
6	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company		
7	To extend the general mandate given to the Directors to allot and issue additional shares of an amount not exceeding the aggregate amount of shares repurchased by the Company		

Dated this _____ day of _____ 2012 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 in the Company registered in your name(s).
- (3) If any proxy other than the Chairman of the Meeting is preferred, please 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(S) WHO SIGNS IT. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (4) Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolutions or will abstain, at his discretion.
- (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 will be accepted to the exclusion of the votes of the other joint holders. 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.
- (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 notarially certified copy of such power or authority shall be deposited with the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting. This form of proxy must not be deposited using electronic means.
- (8) The Chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on the websites of the Company at www.cr-asia.com and HKExnews at www.hkexnews.hk following the Meeting.