

China Leason CBM & Shale Gas Group Company Limited

中國聯盛煤層氣頁岩氣產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08270)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING (“MEETING”) TO BE HELD ON 9 April 2014 (Wednesday) (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 CBM & Shale Gas Group Company 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 Conference Room, Main Building, Lizhuang Village, Jiafeng Town, Qinshui County, Jincheng City, Shanxi Province, the People’s Republic of China on 9 April 2014 (Wednesday) at 9:00 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 resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

Special Resolutions ^(Notes 4 and 10)		For ^(Note 5)	Against ^(Note 5)
1.	To approve the change of domicile of the Company and the adoption of the memorandum of continuance and new bye-laws of the Company.		
2.	To approve the transfer to the existing contributed surplus account of the Company credits arising from the cancellation of the entire amount standing to the credit of the share premium account of the Company and that such contributed surplus account of the Company shall be the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda effective upon the change of domicile.		
3.	To approve the capital reorganisation comprising share consolidation and capital reduction.		
4.	To approve the change of company name.		

Dated this _____ day of _____ 2014 Signature ^(Note 6): _____

Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
2. 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 share capital of the Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy (and if a member is the holder of two or more shares, he may appoint more than one proxy) to attend in his/her 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.** A proxy need not be a member of the Company.
4. Special resolutions 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).
5. **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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
6. 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.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such holders be present at the Meeting personally or by proxy, that one of the said persons 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. 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, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014) not less than 48 hours before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting (or any adjournment thereof (as the case may be) if you so wish, but if you attend and vote at the meeting, the authority of your proxy will be deemed to have been revoked forthwith.
10. The description of the special resolutions is by way of summary only. The full text appears in the notice of the extraordinary general meeting of the Company dated 17 March 2014.