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

(formerly known as China Leason Investment Group Co., Limited 中國聯盛投資集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8270)

PROXY FORM FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON MONDAY, 26 NOVEMBER 2012 (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 Annual General Meeting of the Company to be held at Conference Room, Building 27-2, Yard No. 1, Disheng North Street, Beijing Economic – Technological Development Area, Beijing, PRC on 26 November 2012, (Monday) at 10:30 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 resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

			Resolutions	For *(note 4)*	Against *(note 4)*
1.			To receive and adopt the audited financial statements together with the reports of the directors and the auditors for the year ended 31st December, 2011.		
2.	A.	(i)	To re-elect Mr. Wang Zhong Sheng as executive director of the Company.		
		(ii)	To re-elect Mr. Shi Liang as executive director of the Company.		
		(iii)	To re-elect Mr. Feng San Li as executive director of the Company.		
	B.		To authorize the board of directors of the Company to fix the remuneration of directors.		
3.			To appoint HLB Hodgson Impey Cheng Limited as auditors and authorize the board of directors to fix their remuneration.		
4.			To grant the Repurchase Mandate to the directors of the Company to repurchase shares of the Company in the manner as set out in Resolution No. 4 of the Notice.		
5.			To grant the Issue Mandate to the directors of the Company to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in Resolution No. 5 of the Notice.		
6.			To extend the general mandate to the directors of the Company to issue and allot the shares repurchased by the Company in the manner as set out in Resolution No. 6 of the Notice.		

Dated this _____ day of _____ 2012 Signature(s)*(note 5)*: _____

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 capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and vote in his 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**.
4. **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 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.
5. 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.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). 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 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, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
8. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish, but the authority of your proxy will be invalided forthwith.