



# China Gogreen Assets Investment Limited

## 中國保綠資產投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 397)

### FORM OF PROXY

**Form of proxy for use by shareholders at the annual general meeting of the Company ("Meeting") to be held at 9:00 a.m. on Tuesday, 1 June 2010 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong and any adjournment thereof.**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.01 each ("Shares")  
in the share capital of China Gogreen Assets Investment Limited ("Company") HEREBY APPOINT the Chairman  
of the Meeting, or <sup>(notes c & h)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and to act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect  
of the resolutions set out in the notice convening the Meeting ("AGM Notice") as hereunder indicated, and, if no such indication is  
given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

No.	RESOLUTIONS	FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 December 2009.		
2(a).	To re-elect Mr. Cho Kwai Yee, Kevin as an executive director of the Company.		
2(b).	To re-elect Mr. Chan Chi Yuen as an independent non-executive director of the Company.		
2(c).	To re-elect Mr. Lo Chun Nga as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the directors' remuneration.		
4.	To re-appoint HLB Hodgson Impey Cheng as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital of the Company as described in resolution no. 5 of the AGM Notice.		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the existing issued share capital of the Company as described in resolution no. 6 of the AGM Notice.		
7.	To add the nominal amount of repurchased shares to the general mandate granted to the directors of the Company under resolution no. 5 above as described in resolution no. 7 of the AGM Notice.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2010 Shareholder's signature \_\_\_\_\_ <sup>(notes e, f and g)</sup>

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please strike out the words "the Chairman of the Meeting, or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick ("✓") the appropriate box marked "FOR". If you wish to vote against a resolution, please tick ("✓") the appropriate box marked "AGAINST". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the AGM Notice.
- In the case of joint registered holders of any Shares, this form of proxy may be signed by any one of the joint holders, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding of Shares shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Any alteration made to this form of proxy should be initialled by the person who signs it.