

# China Gamma Group Limited

## 中國伽瑪集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 164)

### FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We (Note 1), \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.01 each in the capital of China Gamma Group Limited (the "Company"), HEREBY APPOINT (Note 3) \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the Meeting, as my/our proxy to attend the Special General Meeting (or any adjournment thereof) of the Company (the "Meeting") to be held at Unit 3411, 34/F., COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Tuesday, 5 July 2011 at 4:30 p.m. and vote for me/us and on my/our behalf in respect of such resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve the Subscription Agreement dated 8 March 2011 (as amended by the Supplemental Agreement dated 3 May 2011) entered into between the Company and Mega Market Assets Limited in relation to the issue of the Convertible Notes and the transactions contemplated thereunder		

Signature(s) \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011

#### 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 capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the Meeting which has been properly put to the Meeting.
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 under its common seal or the hand of an officer duly authorised on its behalf.
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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
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 certified copy of such power or authority, must be deposited at the office of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding of the Meeting or the adjourned meeting, as the case may be.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.