

LILANZ 利郎

CHINA LILANG LIMITED

中國利郎有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1234)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 3 May 2011 at 10:30 a.m.

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) shares (the "Shares")
of HK\$0.10 each in the capital of China Lilang Limited (the "Company") hereby appoint the chairman of the annual general meeting (the "Meeting") of the Company
or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 3 May 2011
at 10:30 a.m. (or any adjournment thereof) and to vote on my/our behalf as directed below.

Please make a mark (✓) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

| ORDINARY RESOLUTIONS | | FOR (note d) | AGAINST (note d) |
|----------------------|---|--------------|------------------|
| 1. | To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and auditors (the "Auditors") of the Company for the year ended 31 December 2010. | | |
| 2. | To declare a final dividend for the year ended 31 December 2010. | | |
| 3. | (i) To re-elect Mr. Wang Liang Xing as executive Director. | | |
| | (ii) To re-elect Mr. Cai Rong Hua as executive Director. | | |
| | (iii) To re-elect Mr. Pan Rong Bin as executive Director. | | |
| | (iv) To re-elect Dr. Lu Hong Te as independent non-executive Director. | | |
| | (v) To authorise the board (the "Board") of Directors to fix the remuneration of the Directors. | | |
| 4. | To re-appoint KPMG as the Auditors for the year ending 31 December 2011 and to authorise the Board to fix their remuneration. | | |
| 5. | To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution. | | |
| 6. | To grant a general and unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of the passing of the relevant resolution. | | |
| 7. | Conditional upon resolutions 5 and 6 being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution 5 be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 6. | | |

Dated this _____ day of _____ 2011.

Signature(s) _____ (notes e to j)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- b Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- c 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 delete the words "the chairman of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- d If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her 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 convening the meeting.
- e In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- f The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- g In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar (the "Hong Kong Share Registrar") of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
- h The register of members of the Company will be closed from 27 April 2011 to 3 May 2011 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the above meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on 26 April 2011.
- i Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- j Any alteration made to this form should be initialled by the person(s) who sign(s) the form.