



中國奧園地產集團股份有限公司
China Aoyuan Property Group Limited
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 3883)

**PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 10 MAY 2012**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of
HK\$0.01 (“Shares”) each in the capital of China Aoyuan Property Group Limited (the “Company”), HEREBY
APPOINT THE CHAIRMAN OF THE MEETING or^(Note 3) _____ of _____

as my/our proxy to (a) attend on my/our behalf at the Extraordinary General Meeting (and at any adjournment thereof)
of the Company to be held at Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on
Thursday, 10 May 2012 at 11 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in
the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in
my/our name(s) in respect of the resolutions as indicated below^(Note 4):

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4)

ORDINARY RESOLUTION ^(Note 5)	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve, ratify and confirm the Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2012. Signature ^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK LETTERS.
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. The proxy need not be a member of the Company but must attend the meeting in person to represent you. If any proxy other than the Chairman is preferred, please strike out words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. You may appoint one proxy or (if holding two or more shares) more proxies to attend the meeting. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”. Failure to complete any of the boxes will entitle your proxy to cast his vote 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 convening the meeting.
5. The full text of the resolution referred to above appears in the notice of the meeting dated 24 April 2012.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
7. 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.
8. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.