



**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 ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 17 JUNE 2011**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> 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<sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to (a) attend on my/our behalf at the Annual 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 Friday, 17 June 2011 at 3:00 p.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<sup>(Note 4)</sup>;

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

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2010.		
2.	To declare a final dividend.		
3.	(a) To re-elect Mr. Guo Zi Wen as an executive director.		
	(b) To re-elect Mr. Hu Da Wei as an executive director.		
	(c) To re-elect Mr. Yang Zhong as an executive director.		
	(d) To re-elect Mr. Wu Jie Si as a non-executive director.		
	(e) To re-elect Mr. Paul Steven Wolansky as a non-executive director.		
	(f) To re-elect Mr. Tsui King Fai as an independent non-executive director.		
	(g) To re-elect Mr. Cheung Kwok Keung as an independent non-executive director.		
	(h) To authorize the board of directors to fix directors' remuneration.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors to issue shares in the capital of the Company under the foregoing resolution no. 4 by an additional amount representing the aggregate amount of the share capital of the Company repurchased pursuant to the foregoing resolution no. 5.		

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

Signature <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK LETTERS.
- 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).
- 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.
- 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.
- The full text of the resolutions nos. 5 to 7 referred to above appears in the notice of the meeting dated 15 April 2011.
- 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.
- 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.
- 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.