



中國奧園集團股份有限公司  
China Aoyuan Group Limited  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3883)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON TUESDAY, 25 MAY 2021

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the issued share capital of China Aoyuan Group Limited (the “Company”) hereby appoint the Chairman of the meeting<sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company for the year 2021 to be held at Fanling Room, Lower Level I, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 25 May 2021 at 2:00 p.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company, the report of the directors and independent auditor’s report for the year ended 31 December 2020.		
2.	To declare a final dividend of RMB66 cents (equivalent to HK78.4 cents) per share for the year ended 31 December 2020.		
3.	To declare a special dividend of RMB11 cents (equivalent to HK13.1 cents) per share for the year ended 31 December 2020.		
4(a).	To re-elect Mr. Guo Zi Ning as executive director.		
4(b).	To re-elect Mr. Chan Ka Yeung Jacky as executive director.		
4(c).	To re-elect Mr. Tsui King Fai as independent non-executive director.		
4(d).	To re-elect Mr. Chen Zhi Bin as executive director.		
4(e).	To re-elect Mr. Lee Thomas Kang Bor as independent non-executive director.		
4(f).	To authorize the board of directors to fix the respective directors’ remuneration.		
5.	To re-appoint Messrs Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration.		
6.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.		
SPECIAL RESOLUTION		FOR	AGAINST
9.	To approve the proposed amendments to the memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the current memorandum and articles of association.		

Date: \_\_\_\_\_ 2021

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares 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 of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the desired proxy in the space provided. A member entitled to attend and vote at the AGM may appoint a proxy or if he holds two or more shares, may appoint more than one proxy to attend and vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **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 A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In 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 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 of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Sunday, 23 May 2021).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Computershare Hong Kong Investor Services Limited at the above address or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk).