



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 2024 EXTRAORDINARY GENERAL MEETING
TO BE HELD ON WEDNESDAY, 10 JANUARY 2024**

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ 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^(Note 3) or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the 2024 extraordinary general meeting (the “2024 EGM”) of the Company to be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Wednesday, 10 January 2024 at 11:00 a.m. (and at any adjournment thereof).

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

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve, confirm and ratify the issue of the Aoyuan MCB and the transactions contemplated thereunder including but not limited to the issue of zero-coupon convertible bonds of the Company for a term of 5 years from the Reference Date which are convertible into ordinary shares of the Company pursuant to the terms of the Aoyuan MCB, and any one director of the Company be and is authorised to do all such acts and things to implement, give effect to or in connection with the same, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Aoyuan MCB Conversion Shares.		
2.	To approve, confirm and ratify the issue of the New Shares and the transactions contemplated thereunder including but not limited to the issue of 1,000,000,000 Aoyuan Shares of the Company at the price of HK\$1.06 per Aoyuan Share, and any one director of the Company be and is authorised to do all such acts and things to implement, give effect to or in connection with the same, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the New Shares.		

Date: _____

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 2024 EGM 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.**
- 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 2024 EGM other than those referred to in the notice convening the 2024 EGM.
- 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.
- 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.
- 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 2024 EGM or any adjournment or postponement (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2024 EGM if you so wish.
- 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 EGM 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.