

  
**China Dongxiang (Group) Co., Ltd.**  
**中國動向(集團)有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 3818)**

Number of Shares to which this proxy form relates <sup>(note 1)</sup>
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## FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We<sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares of HK\$0.01 each (the “Shares”) in the capital of CHINA DONGXIANG (GROUP) CO., LTD. (the “Company”), hereby APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at Extraordinary General Meeting of the Company (“EGM”) (and at any adjournment thereof) to be held at Island Ballroom A, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 25 September 2009 at 10:00 a.m. in respect of the ordinary resolutions listed in the notice of the EGM as indicated hereunder. Failure to complete the boxes will entitle my/our proxy to vote or abstain at his/her own discretion.

ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1. To approve and ratify the execution of Cooperation Agreement (as defined in the circular of the Company dated 7 September 2009).	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the New Framework Agreement (as defined in the circular of the Company dated 7 September 2009).	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Annual Caps (as defined in the circular of the Company dated 7 September 2009).	<input type="checkbox"/>	<input type="checkbox"/>

Signature<sup>(note 5)</sup>: \_\_\_\_\_

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

*Notes:*

1. Please insert the number of Shares in the Company registered in your name(s) to which this proxy form relates. Failure to fill in the aforesaid number of Shares will result in this form of proxy being deemed to relate to all the Shares in the Company registered in your name(s).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or” herein inserted and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote at the EGM. The proxy or proxies need not be a member of the Company to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (✓) THE BOX MARKED “FOR” BESIDE THE RESPECTIVE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK (✓) THE BOX MARKED “AGAINST” BESIDE THE RESPECTIVE RESOLUTION.** Failure to complete any or all the boxes for each item will entitle your proxy to cast his vote(s) or abstain at his/her discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders of any Shares, 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 of the Company.
7. 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 with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the EGM or any adjournment thereof (as the case may be).
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.
9. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.