

  
**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 ANNUAL GENERAL MEETING 2013

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 ANNUAL  
GENERAL MEETING or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at Annual General Meeting of the Company ("AGM") (and at any adjournment thereof) to be held at Regus, 35/F, Central Plaza, 18 Harbour Road, Hong Kong on Wednesday, 15 May 2013 at 10:00 a.m. in respect of the resolutions listed in the notice of the AGM as indicated hereunder. Failure to complete the boxes will entitle my/our proxy to vote or abstain at his/her own discretion.

RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
<b>ORDINARY RESOLUTIONS</b>		
1. To receive and adopt the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2012.		
2. (a) To declare a final dividend.		
(b) To declare a final special dividend.		
3. (a) (i) To re-elect Mr. Gao Yu as a non-executive director.		
(ii) To re-elect Mr. Xu Yudi as an independent non-executive director.		
(b) To authorise the board of directors of the Company to fix the remuneration of the directors.		
4. To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and authorise the board of directors to fix their remuneration.		
5. Ordinary resolution No. 5 set out in the notice of AGM (to give general mandate to issue Shares).		
6. Ordinary resolution No. 6 set out in the notice of AGM (to give general mandate to repurchase Shares).		
7. Ordinary resolution No. 7 set out in the notice of AGM (to give general mandate to extend the general mandate to the directors to issue Shares).		
8. To authorise the board of directors of the Company to pay out of the share premium account such interim dividends as may be declared from time to time.		

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

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

*Notes:*

- 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).
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" 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 AGM. The proxy or proxies 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 ANY RESOLUTION, TICK (✓) THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK (✓) THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE 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.
- 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.
- 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.
- 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 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 commencement of the AGM or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.