



China AU Group Holdings Limited

中國金豐集團控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8176)

PROXY FORM

For use at the Extraordinary General Meeting

to be held on 8 May 2012

(or any adjournment thereof)

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ share(s) of HK\$0.10
each in the share capital of China AU Group Holdings Limited (the "Company") hereby appoint the Chairman
of the meeting or (Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the
Company to be held at 23/F, Euro Trade Centre, 21-23 Des Voeux Road Central, Central, Hong Kong on Tuesday, 8 May 2012 at
11:00 a.m. (or any adjournment thereof) on the resolutions set out in the notice dated 10 April 2012 convening the Meeting (the
"Notice") as indicated below, and, if no such indication is given, as my/our proxy thinks fit:

	SPECIAL RESOLUTIONS	For (Note 4)	Against (Note 4)
1.	To approve the removal of Mr. Cheng Hai as a director of the Company as set out in the Notice.		
2.	To approve the adoption of the new memorandum of association of the Company as set out in the Notice.		
3.	To approve the adoption of the new articles of association of the Company as set out in the Notice.		

Dated this _____ day of _____ 2012

Signed (Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialed by the person who signs it.
4. IMPORTANT: If you wish to vote for the resolution, tick the appropriate boxes marked "FOR". If you wish to vote against to the resolution, tick the appropriate boxes marked "AGAINST". Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
7. To be valid, this proxy form together with 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
8. The proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting (or any adjournment thereof) if you wish to do so.
10. The full text of the resolutions referred to above appears in the Notice.

* For identification purposes only