



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)

FORM OF PROXY

For use at the extraordinary general meeting (the "Meeting") of China AU Group Holdings Limited (the "Company") to be held on Thursday, 28 February 2013 at 4:30 p.m. (or any adjournment thereof)

I/We (Note a) _____
of _____
being the registered holder(s) of _____ (Note b) ordinary shares of HK\$0.10
each in the share capital of the Company hereby appoint the chairman of the Meeting, or _____
of _____
to act as my/our proxy (Note c) at the Meeting to be held at Unit B, 9/F., The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong
on Thursday, 28 February 2013 at 4:30 p.m. or any adjournment thereof and to vote on my/our behalf as indicated below.

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

SPECIAL RESOLUTIONS		For (Note d)	Against (Note d)
1.	To approve the amendment to the articles of association of the Company, the Change of Domicile (as defined in the notice of the Meeting) and the adoption of the memorandum of continuance and the bye-laws of the Company, details of which are set out in resolution no. 1 of the notice of the Meeting.		
2.	To approve the creation of the Contributed Surplus Account (as defined in the notice of the Meeting), the Cancellation and Transfer of Share Premium Account (as defined in the notice of the Meeting) and the Authorisation (as defined in the notice of the Meeting), details of which are set out in resolution no. 2 of the notice of the Meeting.		
3.	To approve the Capital Reorganisation (as defined in the notice of the Meeting) (involving the Capital Reduction (as defined in the notice of the Meeting) and the Capital Consolidation (as defined in the notice of the Meeting)), details of which are set out in resolution no. 3 of the notice of the Meeting.		
4.	To approve the Change of Company Name (as defined in the notice of the Meeting), details of which are set out in resolution no. 4 of the notice of the Meeting.		

Dated this _____ day of _____ 2013

Shareholder's signature _____ (Notes e and f)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the Meeting, or" and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holders are present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint holders.
- This form of proxy must be signed by a shareholder of the Company, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

* For identification purpose only