



# 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 annual general meeting to be held on 28 February 2013 (or any adjournment thereof)

I/We <sup>(Note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note b)</sup> \_\_\_\_\_  
ordinary 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 annual general meeting of the Company (the "Meeting"), or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy<sup>(Note c)</sup> 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 4:00 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.

ORDINARY RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1.	To approve and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 30 June 2012.		
2.	(a) To re-elect Mr. Wang Shangzhong as an executive director of the Company.		
	(b) To re-elect Mr. Lee Chan Wah as an executive director of the Company.		
	(c) To re-elect Mr. Du Juanhong as a non-executive director of the Company.		
	(d) To re-elect Mr. Tse Joseph as an independent non-executive director of the Company.		
	(e) To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue new shares up to 20%.		
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares up to 10%.		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased.		

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

Signature <sup>(Notes e and f)</sup>: \_\_\_\_\_

**Notes:**

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c. A proxy need not be a shareholder 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 annual general meeting of the Company (the "Meeting"), or" and insert the name and address of the person appointed as your proxy in the space provided.
- d. Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this proxy form 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.
- e. In the case of joint registered holders of any share(s), this proxy form may be signed by any joint registered holder, but if more than one joint registered holders are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of shareholders of the Company in respect of the relevant jointly registered share(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- f. This proxy form 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.
- g. To be valid, this proxy form 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 later than 48 hours before the time of the Meeting or any adjournment thereof.
- h. Any alteration made to this proxy form should be initialed by the person who signs the form.
- i. Completion and return of this proxy form 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