



# DONGYUE GROUP LIMITED

## 東岳集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(stock code: 189)

### Proxy Form for Annual General Meeting

I/We, <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of Dongyue Group Limited (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_ or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the annual general meeting ("the Meeting") (or at any adjournment thereof) of the Company to be held at Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on 18 May 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions set out in the notice convening the Meeting (the "Notice") and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2011.		
2.	(A) To re-elect Mr. Fu Kwan as an executive director of the Company.		
	(B) To re-elect Mr. Zhang Jian as an executive director of the Company.		
	(C) To re-elect Mr. Yue Run Dong as an independent non-executive director of the Company.		
3.	To authorize the board of directors of the Company to fix the directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
5.	To declare a final dividend for the year ended 31 December 2011.		
6.	(A) To grant general mandate to the Directors to issue new shares of the Company. (Ordinary resolution 6A of the Notice)		
	(B) To grant general mandate to the Directors to repurchase shares of the Company. (Ordinary resolution 6B of the Notice)		
	(C) To extend the general mandate to issue new shares of the Company by adding the number of the shares repurchased. (Ordinary resolution 6C of the Notice)		

Date the \_\_\_\_\_ day \_\_\_\_\_ of 2012 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each 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 Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided in block capitals. If no name is inserted, the chairman of the meeting will act as your proxy. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting should you so desire.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This form of proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Where there are joint holders of any Share, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, 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 holders; 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 full text of the resolutions to be proposed at the Meeting is set out in the Notice.
- Any alternation made to this form of proxy must be initialled by the person who signs it.