DONGPENG HOLDINGS COMPANY LIMITED
東鵬控股股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3386)

Form of Proxy for use at the Extraordinary General Meeting to be held on Friday, 10 June 2016

I/We *(Note 1)* _____

of _____

being the registered holder(s) of _____ shares *(Note 2)* of

US$0.000002 each in the share capital of the above-named Company (the "**Company**"), HEREBY APPOINT THE CHAIRMAN OF THE

EXTRAORDINARY GENERAL MEETING *(Note 3)* or _____

of _____

as my/our proxy to attend the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at Imperial Room III, Mezzanine Floor — Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Hong Kong on Friday, 10 June 2016 at 3:30 p.m. (or as soon as the court meeting, convened by the direction of the Grand Court of the Cayman Islands for the same place and date, shall have been concluded or concluded after any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of the Extraordinary General Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below *(Note 4)*.

SPECIAL RESOLUTION:		**FOR**	**AGAINST**
1.	To approve and give effect to the reduction of the issued share capital of the Company arising as a result of the Scheme of Arrangement and to authorise the Directors to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement		
ORDINARY RESOLUTIONS:		**FOR**	**AGAINST**
2.	To approve the increase of the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme of Arrangement credited as fully paid, for issuance to Profit Strong Investments Limited and Max Glory Ltd. (the "**Joint Offerors**")		
3.	To approve the rollover arrangement between the Joint Offerors and Mr. CHEN Kunlie, Superb Idea Investments Limited, Cosmo Ray Investments Limited, High Ride Investments Limited, Rich Blossom Investments Limited, CAI Chuyang, JIN Guoting, LIN Hong, SHAO Yu, SHI Yufeng and BAO Jianyong under the rollover agreement entered into among them on 12 February 2016		

Dated this _____ day of _____ 2016 Signature *(Note 5)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Extraordinary General Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice of the Extraordinary General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. All resolutions will be put to vote by way of poll at the Extraordinary General Meeting. Every member of the Company present in person (or being a corporation, is present by its duly authorized representative), or by proxy shall have one vote for every fully paid share of which he is the holder.
7. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way and in such case, please state the relevant number of shares in the appropriate boxes above.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of 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.
9. 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 certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, 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 time fixed for holding this Extraordinary General Meeting or any adjournment thereof.
10. The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.
11. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjourned Extraordinary General Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.