



China Dongxiang (Group) Co., Ltd.

中國動向(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3818)

Number of shares to which this proxy form relates ^(note 1)

FORM OF PROXY FOR ANNUAL GENERAL MEETING 2023

I/We ^(note 2) _____
of _____
being the registered holder(s) of _____ ordinary shares of HK\$0.01 each (the "Shares")
in the capital of CHINA DONGXIANG (GROUP) CO., LTD. (the "Company"), hereby APPOINT THE CHAIRMAN OF THE
ANNUAL GENERAL MEETING or ^(note 3) _____
of _____
as my/our proxy to vote and act for me/us at Annual General Meeting of the Company ("AGM") (and at any adjournment thereof) to be held at G/F., Lobby Area, Building 21, No. 2 Jingyuanbei Street, Beijing Economic-Technology Development Area, Beijing, the People's Republic of China on 16 August 2023 at 10:00 a.m. in respect of the resolutions listed in the notice of the AGM as indicated hereunder, or on any resolution or motion which is proposed thereat. Failure to complete the boxes will entitle my/our proxy to vote or abstain at his/her own discretion.

RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
ORDINARY RESOLUTIONS		
1. To receive and adopt the audited financial statements and the reports of the directors and the auditors for the twelve months ended 31 March 2023.		
2. To declare a final dividend of RMB0.49 cents per Share for the year ended 31 March 2023.		
3. (a) (i) To re-elect Mr. Chen Yihong as an executive director.		
(ii) To re-elect Ms. Chen Chen as an executive director.		
(iii) To re-elect Dr. Chen Guogang as an independent non-executive director.		
(b) To authorise the board of directors of the Company to fix the remuneration of the directors.		
4. To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and authorise the board of directors to fix their remuneration.		
5. To grant a general mandate to the directors of the Company to issue Shares not exceeding 20% of the total number of Shares as at the date of passing this resolution.		
6. To grant a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the total number of Shares as at the date of passing this resolution.		
7. To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares by an amount not exceeding the number of shares repurchased by the Company.		
SPECIAL RESOLUTION		
8. To approve as a special resolution amendments to the existing memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.		

Signature ^(note 5): _____

Date: _____

Notes:

- Please insert the number of Shares in the Company registered in your name(s) to which this proxy form relates. Failure to fill in the aforesaid number of Shares will result in this form of proxy being deemed to relate to all the Shares in the Company registered in your name(s).
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote at the AGM. The proxy or proxies need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (✓) THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK (✓) THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all the boxes for each item will entitle your proxy to cast his vote(s) or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of any Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the 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.
- 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 with 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 commencement of the AGM or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.
- The description of each resolution herein is by way of summary only. The full text of the resolutions is set out in the notice of AGM.