



# 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 Extraordinary 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 extraordinary general meeting ("the Meeting") (or at any adjournment thereof) of the Company to be held at Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 31 October 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the resolution 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 resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
(a) the proposed spin-off of Shandong Dongyue Organosilicone Materials Co., Ltd. (山東東岳有機硅材料股份有限公司) ("Dongyue Organosilicone"), a non-wholly-owned subsidiary of the Company, and a separate listing of the shares of Dongyue Organosilicone on ChiNext of the Shenzhen Stock Exchange by way of the issuance and offering of new shares of Dongyue Organosilicone (the "Proposed Spin-off") be and is hereby approved; and		
(b) any one director of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign all such documents and to enter into all such transactions and arrangements as may be necessary or expedient in order to ensure smooth implementation of and to give effect to the Proposed Spin-off.		

Date the \_\_\_\_\_ day of 2018 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.
4. **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.
5. This form of proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorized.
6. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. 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.
8. Any alternation made to this form of proxy must be initialled by the person who signs it.

#### "PERSONAL INFORMATION COLLECTION STATEMENT"

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address."