



中國金洋集團有限公司
CHINA GOLDJOY GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1282)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Number of shares to which
this proxy form relates¹

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I/We² _____
of _____

being the registered shareholder(s) in the share capital of China Goldjoy Group Limited (the “**Company**”),
HEREBY APPOINT³ _____

of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be held at 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 19 October 2016 at 11:00 a.m. and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an “√” in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

ORDINARY RESOLUTION		For ⁴	Against ⁴
1.	To approve, confirm and ratify the Sale and Purchase Agreement (as defined in the circular of the Company dated 3 October 2016) and all the transactions contemplated thereunder, and to authorise any one or more directors of the Company to do all such acts and things as they consider necessary and to sign and execute all such documents, and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Sale and Purchase Agreement and completing the transactions contemplated thereby.		

Dated: _____

Signature⁵: _____

Notes:

- If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your names.
- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (√) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (√) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.