



# 中國金洋集團有限公司 CHINA GOLDJOY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 01282)

## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Number of shares to which  
this proxy form relates<sup>1</sup>

I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered shareholder(s) in the share capital of China Goldjoy Group Limited (the “Company”), **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_  
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 Units 1908 to 1909, 19/F, Tower 2, Lippo Centre, No. 89 Queensway, Hong Kong on Monday, 15 April 2019 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 resolution as indicated by an “✓” in the appropriate box. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Company’s circular dated 26 March 2019.

ORDINARY RESOLUTION <sup>7</sup>		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve, confirm and ratify the Sale and Purchase Agreement and all the transactions contemplated thereunder (including the acquisition of NSG Shares through the Offeror and the Offer and the allotment and issue of new Shares as Consideration Shares and as Share Alternative under the Offer), 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, the Offer and completing the transactions contemplated thereby.		

Dated: \_\_\_\_\_

Signature<sup>5</sup>: \_\_\_\_\_

**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 under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- 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 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.
- The description of the resolution is by way of summary only. The full text of the resolution appears in the notice convening the meeting.