



# GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

## 金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01232)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 3)</sup> of US\$0.01 in the share capital of Golden Wheel Tiandi Holdings Company Limited (the “Company”), **HEREBY APPOINT** <sup>(Note 4)</sup> the Chairman of the Extraordinary General Meeting (the “EGM”), or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at Unit A, 18/F @Convoy, 169 Electric Road, Fortress Hill, Hong Kong on Monday, 8 May 2017 at 10:00 a.m. (or at any adjournment thereof) for the purposes of considering, if thought fit, passing the resolution set out in the notice convening the EGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the EGM.

ORDINARY RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
(a)	To approve the Proposed Acquisition (as defined in the circular of the Company dated 12 April 2017 (the “Circular”)) and to approve, confirm and ratify the Sale and Purchase Agreement (as defined in the Circular) and the transactions contemplated thereunder; and		
(b)	to authorise any one director of the Company to do all such further acts and things and to sign and execute all such documents and to take all such steps which is of an administrative nature and ancillary to implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder <sup>(Note 6)</sup> .		

Dated the day of, \_\_\_\_\_ 2017 Shareholder’s Signature <sup>(Note 7)</sup>: \_\_\_\_\_

#### Notes:

- Important: You should first review the Notice of the EGM and the Circular to the Shareholders of the Company both issued by the Company on 12 April 2017 before appointing a proxy.**
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of US\$0.01 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).
- If any proxy other than the Chairman of the EGM is preferred, delete words “**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING**” and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOX MARKED “AGAINST”.** Failure to tick a 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 EGM other than those referred to in the notice convening the EGM.
- The description of this resolution is by way of summary only. The full text appears in the Notice of the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- 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 of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or adjourned EGM.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**