



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 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of _____ share(s)²
of US\$0.01 each in the share capital of Golden Wheel Tiandi Holdings Company Limited (the "Company"), HEREBY APPOINT³ the Chairman of the Annual General Meeting (the "Meeting"), or _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Saturday, 20 May 2017 at 9:30 a.m. (or at any adjournment thereof) for the purposes of considering, if thought fit, passing the resolutions set out in the notice convening the Meeting 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 Meeting.

RESOLUTIONS		For ⁴	Against ⁴
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the directors' report and the auditor's report for the year ended 31 December 2016		
2.	To declare a final dividend of RMB2.5 cents (equivalent to HKD2.815 cents) per share for the year ended 31 December 2016		
3.	(i) a. To re-elect Mr. Wong Kam Fai (王錦輝) as an Executive Director.		
	b. To re-elect Mr. Janata David as an Executive Director.		
	c. To re-elect Mr. Wong Ying Loi (黃英來) as an Independent Non-Executive Director.		
	d. To elect Mr. Li Yiu Fai (李耀輝) as an Independent Non-Executive Director.		
	(ii) To authorize the Board to fix the directors' remuneration for the year ending 31 December 2017.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company for the ensuring year and to authorize the Board to fix the auditor's remuneration.		
5.	To give a general mandate to the directors to allot, issue or otherwise deal with shares not exceeding 20% of the total number of shares of the Company in issue.		
6.	To give a general mandate to the directors to repurchase shares of up to 10% of the total number of shares of the Company in issue.		
7.	To extend the general mandate to issue shares by the number of shares repurchased under the general mandate granted under resolution 5 above ⁵		

Dated the day of, _____ 2017

Shareholder's Signature⁶ _____

Notes:

- 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 Meeting is preferred, delete words "THE CHAIRMAN OF THE ANNUAL 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 Meeting other than those referred to in the notice convening the Meeting.
- The description of this resolution is by way of summary only. The full text appears in the Notice of the Meeting.
- 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 Meeting or adjourned Meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, 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 Meeting, 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 Meeting in person to represent you.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.