



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)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We ^(Note a) _____
of _____
being the registered holder(s) of _____ ^(Note b) shares (“Shares”) of HK\$0.10 each in the capital of China Goldjoy Group Limited (“Company”) hereby appoint the chairman of the annual general meeting of the Company or _____ of _____ to act as my/our proxy (Note c) at the annual general meeting (“Meeting”) to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 12 May 2017 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with a “✓” in the appropriate boxes provided how you wish your vote(s) to be cast on a poll ^(Note d).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2016.		
2.	To declare a final dividend of HK\$0.32 cents per share for the year ended 31 December 2016.		
3.	To re-elect Mr. Shao Zuosheng, a retiring director of the Company, as an executive director.		
4.	To re-elect Mr. Huang Wei, a retiring director of the Company, a non-executive director.		
5.	To re-elect Professor Lee Kwok On, a retiring director of the Company, as an independent non-executive director.		
6.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
7.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the board of directors of the Company to fix its remuneration.		
8.	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company’s shares.		
9.	To grant a general mandate to the directors of the Company to buy back the Company’s shares.		
10.	To add such number of shares bought back by the Company pursuant to resolution no. 9 to the mandate granted to the directors of the Company under resolution no. 8.		
11.	To refresh the scheme mandate limit of the share option scheme of the Company to 10% of the aggregate number of the Shares in issue as at the date of the Meeting.		

Dated this _____ day of _____ 2017.

Shareholder’s signature x _____ x ^(Notes e to j)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of Shares 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 share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the annual general meeting of the Company or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for any of the resolutions set out above, please tick “✓” the boxes marked “For”. If you wish to vote against any of the resolutions, please tick “✓” the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion.
- In the case of joint holders of Shares, any one of such joint holders may vote, 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 are 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 form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 (the “Share Registrar”) 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.
- For the purpose of determining members who are qualified for attending the annual general meeting, the register of members of the Company will be closed from Tuesday, 9 May 2017 to Friday, 12 May 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the annual general meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar at the above address by no later than 4:30 p.m. on Monday, 8 May 2017.
- Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialed by the person who signs the form.