



# GOLDEN POWER GROUP HOLDINGS LIMITED

## 金力集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8038)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 9 MAY 2017 (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary share(s) of HK\$0.01 each in the capital of Golden Power Group Holdings Limited (the "Company") hereby appoint the chairman of  
the AGM (as defined below), or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at  
3:00 p.m. on Tuesday, 9 May 2017 at Victoria Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong and at any  
adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the  
AGM (or any adjournment thereof) as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other  
business that may properly come before the AGM (or any adjournment thereof):

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2016.		
2.	To re-appoint PKF as the auditor of the Company and authorise the board of the directors of the Company to fix their remuneration.		
3.	(a) To re-elect Mr. Hui Kwok Wah as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
	(b) To re-elect Mr. Ma Sai Yam as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
	(c) To re-elect Mr. Chow Chun Hin Leslie as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
4.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with shares of the Company not exceeding 20% of the number of the issued shares of the Company as at the date of the passing of this resolution.		
5.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to purchase or repurchase shares of the Company not exceeding 10% of the number of the issued shares of the Company as at the date of passing of this resolution.		
6.	To extend the general unconditional mandate granted to the directors of the Company under resolution numbered (4) above by an amount representing the number of the issued shares of the Company purchased or repurchased by the Company pursuant to the general mandate under resolution numbered (5) above.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signatures <sup>(Note 6)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holder should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the chairman of the AGM" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but he/she must attend the AGM in person to represent you. ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the AGM.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any amendment to the resolutions referred to in the notice of the AGM which has been properly put to the AGM.
- This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member may appoint a proxy in respect of part only of his holding of shares in the Company.
- 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 notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be) at which the person named in this form proposes to vote.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the AGM convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, 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 be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- The notice of the AGM is set out in the Company's circular dated 27 March 2017.
- Members of the Company or their proxies shall produce documents of their proof of identity when attend the AGM.