



GOLDIN PROPERTIES
高銀地產

GOLDIN PROPERTIES HOLDINGS LIMITED

高銀地產控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 283)

**FORM OF PROXY FOR THE GENERAL MEETING
TO BE HELD ON 31 MAY 2016 AND ANY ADJOURNMENT THEREOF**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (“Shares”) of Goldin Properties Holdings Limited (the “Company”), HEREBY APPOINT the chairman of the meeting, or³ _____
of _____
or failing him/her _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the general meeting of the Company to be held at Victoria Room IV, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 31 May 2016 at 3:00 p.m. and at any adjournment thereof (the “GM”).

RESOLUTIONS	FOR ⁴	AGAINST ⁴
To approve the Framework Disposal Agreement, the Local SPA and the transactions contemplated thereunder including the Relevant Agreements (all as defined in the notice of the GM of the Company dated 13 May 2016) and to authorize any director of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts and things as he/she considers necessary, desirable or expedient in connection with or giving effect to the Framework Disposal Agreement, the Local SPA and the transactions contemplated thereunder including the Relevant Agreements.		

Dated this _____ day of _____ 2016 Signature⁵: _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the GM is preferred, please strike out “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/ her discretion on any resolution properly put to the GM other than those referred to in the notice of the GM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In order 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 notorially certified copy of such power or authority, must be deposited with the share registrar of the Company, Tricor Secretaries 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 GM.
- In the case of joint registered holders of any Share, any one of such persons may vote at the GM, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such holders be present at the GM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the GM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the GM if you so wish. If you attend and vote at the GM, this form of proxy will be deemed to be revoked.