



GOLDEN EAGLE RETAIL GROUP LIMITED

金鷹商貿集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3308)

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

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____ shares of HK\$0.01 each
in the capital of Golden Eagle Retail Group Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**
or^(note 3) _____
of _____
as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 10:00 a.m., on
Thursday, 16 December 2021 at Unit 1206, 12th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong for the purpose of considering and, if thought
fit, passing the resolutions set out in the notice convening the extraordinary general meeting and at such meeting (or at any adjournment thereof) to
vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>“THAT</p> <p>(a) the entering into of the Supplemental Agreement to Lease Agreement (Ma’anshan Tiandi Plaza) (as defined and described in the circular of the Company dated 15 November 2021 (the “Circular”)) and the transactions contemplated thereunder be and are hereby approved and ratified;</p> <p>(b) the annual caps in respect of the transactions contemplated under the Lease Agreement (Ma’anshan Tiandi Plaza) (as amended) in the amount of RMB52.23 million, RMB60.09 million and RMB69.13 million for each of the three years ending 31 December 2024 respectively be and are hereby approved; and</p> <p>(c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient.”</p>		
2.	<p>“THAT</p> <p>(a) the entering into of the 2022 Lease Agreement (Yancheng Golden Eagle Outlet) (as defined and described in the Circular) and the transactions contemplated thereunder be and are hereby approved and ratified;</p> <p>(b) the annual caps in respect of the transactions contemplated under the 2022 Lease Agreement (Yancheng Golden Eagle Outlet) in the amount of RMB5.25 million, RMB10.25 million and RMB11.21 million for each of the three years ending 31 December 2024 respectively be and are hereby approved; and</p> <p>(c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient.”</p>		
3.	To approve and confirm the proposed annual caps for the Lease Agreement (Hanzhong Plaza) (as defined and described in the Circular).		
4.	To approve and confirm the proposed annual caps for the Lease Agreement (Total Xianlin Retail Area) (as defined and described in the Circular).		
5.	To approve and confirm the proposed annual caps for the Lease Agreement (Danyang Tiandi Plaza) (as defined and described in the Circular).		
6.	To approve and confirm the proposed annual caps for the Lease Agreement (Golden Eagle World) (as amended) (as defined and described in the Circular).		

Dated this _____ day of _____, 2021.

Signature: _____ ^(notes 5, 6, 7 and 8)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. 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, please delete the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A 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 INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either 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 extraordinary general meeting other than those referred to in the notice of extraordinary general meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney or any other person duly authorised.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the share.
- 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 thereof, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the date appointed for the holding of the extraordinary general meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish. In the event that you attend the meeting, this form of proxy will be deemed to have been revoked.