

GOLDEN PONDER HOLDINGS LIMITED

金倫控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 9 MAY 2023 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01 each (“Shares”) in the capital of Golden Ponder Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3), or _____ of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held on Tuesday, 9 May 2023 at 3:00 p.m. at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice (the “Notice”) convening the Meeting, and at the Meeting (or at any adjournment thereof) to vote in my/our name(s) in respect of such resolution as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

Capitalised terms used in the circular of the Company dated 14 April 2023 shall have the same meaning when used in this proxy form.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
1. (a) the Subscription and Debt Capitalisation Agreement entered into between the Company and Chun Yip and all transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; (b) subject to the Listing Committee of the Stock Exchange approving the listing of, and granting permission to deal in, the Capitalisation Shares, the Directors be and are hereby granted a Specific Mandate to allot and issue the Capitalisation Shares subject to the terms of the Subscription and Debt Capitalisation Agreement, with such Specific Mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and (c) any one Director (if execution under the common seal of the Company is required, any two Directors) be and is (are) hereby authorised for and on behalf of the Company to sign and execute, and when required, to affix the common seal of the Company, to deliver any documents, instruments or agreements and to do all such acts and things and to take all such steps which, in the opinion of such Director, may be necessary, desirable or expedient to implement and/or give effect to the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder and to agree to such variations, amendments, additions or waivers of matters relating thereto as such Director deems appropriate.		

Signature(s) ^(Note 6) _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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 Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING, or**” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a shareholder 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 WHO SIGNS IT.**
4. **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”.** Failure to do so will entitle your proxy to vote or abstain as he thinks fit. 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.
5. A shareholder entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
6. The instrument appointing a proxy shall be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised. The instrument appointing a proxy and (if requested by the Directors) a 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 Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the Meeting (or any adjournment thereof).
7. Completion and return of an instrument appointing a proxy should not preclude a shareholder 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.
8. Where there are joint registered holders, the instrument appointing a proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand first in the register of members in respect of the joint holding.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investors Services Limited at the above address.