



GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1232)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of _____ share(s)²
of US\$0.01 each in the share capital of Golden Wheel Tiandi Holdings Company Limited (the “Company”), HEREBY APPOINT³ the Chairman
of the Annual General Meeting (the “Meeting”), or _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 28/F, Golden Wheel Plaza, 68 Electric
Road, Tin Hau, Hong Kong on Monday, 29 May 2023 at 10:00 a.m. (or at any adjournment of such meeting) for the purposes of considering
and, if thought fit, passing the resolutions set out in the notice convening the Meeting as indicated below, and, if no such indication is given, as
my/our proxy thinks fit and on any other resolution properly put to the Meeting.

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the directors' report and the auditor's report for the year ended 31 December 2022.		
2.	(i) To re-elect the following persons as directors of the Company (“Directors”), each as a separate resolution:		
	(A) To re-elect Mr. Wong Kam Fai as an executive Director.		
	(B) To re-elect Mr. Suwita Janata as a non-executive Director.		
	(C) To re-elect Mr. Wong Choi Kei, Bonnie as an independent non-executive Director.		
	(D) To re-elect Ms. Wong Lai Ling as an independent non-executive Director.		
(ii) To authorise the board of Directors (the “Board”) to fix the Directors' remuneration for the year ending 31 December 2023.			
3.	To re-appoint KPMG as auditor of the Company for the ensuing year and to authorise the Board to fix the auditor's remuneration.		
4.	To give a general mandate to the Directors to allot, issue or otherwise deal with shares not exceeding 20% of the total number of shares of the Company in issue.		
5.	To give a general mandate to the Directors to repurchase shares of up to 10% of the total number of shares of the Company in issue.		
6.	To extend the general mandate to issue shares by the number of shares repurchased under the general mandate granted under resolution No. 5 above ⁵ .		
SPECIAL RESOLUTION ⁵			
7.	To adopt the second amended and restated memorandum of association and the amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum of association and the existing articles of association of the Company.		

Date: _____ 2023 Shareholder's Signature⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of US\$0.01 each 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 Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**” and insert the name and address of the proxy desired in the space provided.
- 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 a 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 Meeting other than those referred to in the notice convening the Meeting.
- The description of this resolution is by way of summary only. The full text appears in the notice of the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, this form of proxy must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders is present at the Meeting, 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 of such share.
- The 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- References to time and dates in this form of proxy are to Hong Kong time and dates.