



高富集團控股有限公司
GT GROUP HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
 (Stock Code: 263)

**Form of proxy for use at the extraordinary general meeting to be held on Wednesday, 4 July 2018 at 3:00 p.m.
 (or at any adjournment thereof)**

I/We ^(Note 1), _____
 of _____ being the registered holder(s)
 of ^(Note 2) _____ ordinary share(s) of **GT Group Holdings Limited** (the “Company”), HEREBY APPOINT the Chairman
 of the extraordinary general meeting (the “Meeting”), or ^(Note 3) _____
 of _____
 as my/our proxy to attend and act for me/us at the Meeting of the Company (and at any adjournment thereof) to be held at Plaza 3, Lower
 Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 4 July 2018 at 3:00 p.m. for the purpose of
 considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the meeting (the “Notice”) and at the
 Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such ordinary resolutions as hereunder
 indicated.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To approve, ratify and confirm the Acquisition Agreement, the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and all transactions contemplated thereunder.		
2.	To authorise any one Director or, if the affixation of the common seal of the Company is necessary, any one Director and the company secretary of the Company or any two Directors or such other person (including a director) or persons as the Board may appoint to approve and execute all documents, instruments and agreements and to do such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or related to the Acquisition Agreement as amended by the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement and transactions contemplated thereunder or incidental thereto and completion thereof as he/she/they may consider necessary, desirable or expedient.		

Signature(s) ^(Note 5): _____

Date: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
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 the shares of the Company registered in your name(s).
3. Please 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.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOXES MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain 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.
5. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. Any member of the Company entitled to attend and vote at the Meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. not later than 3:00 p.m. (Hong Kong time) on Monday, 2 July 2018) or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
8. 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 thereto; but if more than one of such joint holders be 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 in respect of such share shall alone be entitled to vote in respect thereof.
9. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**

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 of the Company (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 fulfill 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/the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.