



國浩集團有限公司 Guoco Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 53)

FORM OF PROXY FOR THE COURT MEETING TO BE HELD ON THURSDAY, 1 NOVEMBER 2018

Form of proxy for use at the meeting (or at any adjournment thereof) of the Scheme Shareholders (as defined in the Scheme as hereinafter defined) of ordinary shares of US\$0.50 each in the capital of Guoco Group Limited (the “Company”) convened by the direction of the Supreme Court of Bermuda (the “Court Meeting”)

No. of shares to which this form of proxy relates ^(Note 1)	
---	--

IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2018: No. 283

IN THE MATTER OF GUOCO GROUP LIMITED
AND
IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

I/We ^(Note 2) _____
of _____
being Scheme Shareholder(s) of the Company, HEREBY APPOINT ^(Note 3) _____
of _____

or failing him/her, THE CHAIRMAN OF THE COURT MEETING as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of holders of ordinary shares of US\$0.50 each in the capital of the Company other than GuoLine Overseas Limited convened by the direction of the Supreme Court of Bermuda (or at any adjournment thereof) to be held at 10:00 a.m. on Thursday, 1 November 2018 (Hong Kong time) at The Dragon Room 1 & 2, The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong for the purpose of considering and, if thought fit, approving (with or without modification(s)) the scheme of arrangement (the “Scheme”) dated 10 October 2018 between the Company and the Scheme Shareholders (as defined in the Scheme) as referred to in the notice dated 10 October 2018 convening the Court Meeting (the “Court Meeting Notice”) and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Scheme either with or without modification(s), as my/our proxy may vote for or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Please indicate with a “√” in the boxes provided below how you wish the proxy to vote on your behalf. ^(Note 4)

FOR the Scheme ^(Note 5)	AGAINST the Scheme ^(Note 5)

Dated this _____ day of _____ 2018 Signature(s) ^(Note 6) _____

Notes:

- Please insert the number of shares of the Company 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 the shares in the capital of the Company registered in your name(s).
- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words “THE CHAIRMAN OF THE COURT MEETING” here inserted and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Court Meeting will act as your proxy. You are entitled to appoint one or more proxies to attend and vote in your stead. You are only entitled to submit one form of proxy for the Court Meeting. Your proxy need not be a member of the Company, but must attend the Court 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 THE SCHEME, TICK (“√”) THE APPROPRIATE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK (“√”) THE APPROPRIATE BOX MARKED “AGAINST the Scheme”.** If more than one form of proxy is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, such forms of proxy will not be accepted. If more than one form of proxy is submitted and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the Chairman shall have absolute discretion as to whether or not to accept such forms of proxy. Failure to complete either 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 Court Meeting other than that referred to in the Court Meeting Notice or abstain.
- This Scheme of Arrangement will be put by way of poll at the Court Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, executed under its common seal or under the hand of an officer, attorney or other person duly authorised.
- In order to be valid, this form of proxy, together with any power of attorney (if any) under which it is signed, or a certified copy thereof, must be lodged at the office of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 10:00 a.m. on Tuesday, 30 October 2018. This form of proxy may alternatively be handed to the Chairman of the Court Meeting at the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it.
- In the case of joint registered 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) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- Completion and return of this form of proxy will not prevent you from attending and voting in person at the Court Meeting (or any adjournment thereof) but, in that event, such form of proxy will be revoked by operation of law.