



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 SPECIAL GENERAL MEETING TO BE HELD ON THURSDAY, 1 NOVEMBER 2018

Form of proxy for use at the special general meeting (the “SGM”) (or at any adjournment thereof) of the holders of ordinary shares of US\$0.50 each in the capital of Guoco Group Limited (the “Company”)

No. of shares to which this form of proxy relates ^(Note 1)	
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I/We, ^(Note 2) _____
of _____
being shareholder(s) of the Company HEREBY APPOINT ^(Note 3) _____
of _____

or failing him/her, THE CHAIRMAN OF THE SGM to act as my/our proxy to attend and act for me/us on my/our behalf at the SGM of the Company to be held at The Dragon Room 1 & 2, The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong at 10:30 a.m. on Thursday, 1 November 2018 (or immediately after the conclusion or the adjournment of the Court Meeting of the Company to be held at 10:00 a.m. on the same date) for the purpose of considering and, if thought fit, passing the special resolution and the ordinary resolution as set out in the notice convening the SGM (the “SGM Notice”) and at such SGM (or at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of the special resolution and the ordinary resolution as hereunder indicated or, 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)

SPECIAL RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To give effect to the scheme of arrangement dated 10 October 2018 and to approve the cancellation of the Scheme Shares (as defined in the Scheme) and to authorise any one of the directors of the Company to do all acts and things as considered by him to be necessary or desirable in connection with the completion of the Scheme.		
ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve: (a) the issue to GuoLine Overseas Limited of an equal number of shares as the number of Scheme Shares cancelled credited as fully paid by the application of the reserve created by the cancellation of the Scheme Shares; (b) the Distribution; and (c) the authorization of any one of the directors of the Company to do all acts and things considered to be necessary or desirable in order to give effect to the aforementioned matters under (a) and (b).		

Dated this _____ day of _____ 2018 Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy form 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 SGM is preferred, please strike out the words “THE CHAIRMAN OF THE SGM” 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 SGM 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 SGM. Your proxy need not be a member of the Company, but must attend the SGM 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 SPECIAL/ORDINARY RESOLUTION(S), PLEASE TICK (“√”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), PLEASE TICK IN THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the SGM Notice or abstain.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this proxy form, together with any power of attorney or other authority (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 10:30 a.m. on Tuesday, 30 October 2018.
- In the case of joint registered holders of a share, any one of such persons may vote at the SGM, either personally or by proxy, as if he, she or it were solely entitled thereto. However, if more than one of such joint holders is present at the SGM personally or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the SGM (or any adjourned meeting thereof) but in that event, this form of proxy will be revoked by operation of law.