



# GOLD-FINANCE HOLDINGS LIMITED

## 金誠控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1462)

### Proxy Form for the Annual General Meeting to be held on Monday, 19 September 2016 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of Gold-Finance Holdings Limited  
(the "Company"), hereby appoint the Chairman of the meeting <sup>(Note 3)</sup>, or \_\_\_\_\_  
of \_\_\_\_\_, as my/our  
proxy to attend the annual general meeting (the "AGM") of the Company (or any adjournment thereof) to be held at 2806-2807, 28/F., Champion Tower,  
3 Garden Road, Central, Hong Kong on Monday, 19 September 2016 at 10:00 a.m. and to vote for me/us and on my/our behalf in respect of the following  
resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please tick ("√") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the independent auditors of the Company (the "Auditors") for the year ended 31 March 2016.		
2.	(a) To re-elect Mr. Wei Jie (韋杰) as an executive director of the Company.		
	(b) To re-elect Ms. Xu Li Yun (徐黎雲) as an executive director of the Company.		
	(c) To re-elect Mr. Jiang Junwei (姜峻偉) as an executive director of the Company.		
	(d) To re-elect Mr. Niu Zhongjie (牛鍾潔) as an independent non-executive director of the Company.		
	(e) To re-elect Mr. Cheung Ying Kwan (張應坤) as an independent non-executive director of the Company.		
	(f) To re-elect Mr. Chen Zhao (陳釗) as an independent non-executive director of the Company.		
	(g) To elect Mr. Wong Kam Ting (黃金定) as an executive director of the Company.		
	(h) To authorise the board of directors of the Company to fix the respective directors' remuneration.		
3.	To re-appoint Ernst & Young as the Auditors and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.*		
5.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.*		
6.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.*		

Date: \_\_\_\_\_ 2016 Signature <sup>(Note 7)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
- Please insert the number of ordinary shares of HK\$0.01 each in the share capital of the Company registered in your name(s). If no number is inserted, this proxy form 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, please strike out "the Chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("√") THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("√") THE RELEVANT BOX MARKED "AGAINST". Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion.** Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. Shares abstained (if any) will not be counted in the calculation of the required majority.
- In order to be valid, you are requested to deliver this form, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours in advance of the time appointed for the AGM or any adjournment thereof.
- In the case of joint holders, 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 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.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- Any alterations made in this proxy form must be initialed by the person who signs it.
- The proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.
- Completion and delivery of this form will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) if you wish to do so.

\* The full text of the resolution is set out in the notice of the AGM

#### 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 AGM 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 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 Tricor Investor Services Limited at the above address.