



GOLDEN POWER GROUP HOLDINGS LIMITED

金力集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3919)

REVISED FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 27 JUNE 2018 (WEDNESDAY) 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 HK\$0.01 each in the capital of Golden Power Group Holdings Limited (the “Company”) hereby appoint the chairman of the EGM (as defined below), or (Note 3) _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) to be held at 3:00 p.m. on Wednesday, 27 June 2018 at Salon I, Hyatt Regency Hong Kong, Sha Tin, 18 Chak Cheung Street, Sha Tin, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the EGM (or any adjournment thereof) as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the EGM (or any adjournment thereof):

ORDINARY RESOLUTIONS (Note 4)		For (Note 5)	Against (Note 5)
1.	<p>(a) To approve, confirm and ratify the sale and purchase agreement dated 6 March 2018 (“Agreement”) entered into among Best Kind Holdings Ltd., a wholly-owned subsidiary of the Company as purchaser, and Golden Villa Ltd. and Golden Power Investments (B.V.I.) Limited as vendors in relation to the sale and purchase of the entire issued share capital of China Scene Limited (中境有限公司) at an aggregate consideration of HK\$40,300,000 and the transactions contemplated thereunder; and</p> <p>(b) To authorise any one director of the Company for and on behalf of the Company do all such things and sign, seal, execute, perfect and deliver all such documents as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of and/or giving effect to any matters relating to the Agreement and the transactions contemplated thereunder.</p>		

Dated this _____ day of _____ 2018

Signatures (Note 6) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
- Please insert the number of shares registered in your name(s) to which the revised form of proxy relates. If no number is inserted, this revised form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out “the chairman of the EGM” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but he/she must attend the EGM in person to represent you. **ANY ALTERNATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the EGM.
- 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 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 amendment to the resolutions referred to in the notice of the EGM which has been properly put to the EGM.
- This revised form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of this revised form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member may appoint a proxy in respect of part only of his holding of shares in the Company.
- To be valid, this revised form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned meeting (as the case may be) at which the person named in this form proposes to vote.
- Delivery of this revised form of proxy shall not preclude a member from attending and voting in person at the EGM convened and in such event, this revised form of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, 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 EGM 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 thereof.
- The notice of the EGM is set out in the Company’s circular dated 7 June 2018.
- Shareholders of the Company or their proxies shall produce documents of their proof of identity when attend the EGM.