GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED
金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01232)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We *(Note 2)* _____

of _____

being registered holder(s) of _____ share(s) *(Note 3)* of US$0.01 each in the share capital of Golden Wheel Tiandi Holdings Company Limited (the "**Company**") **HEREBY APPOINT** *(Note 4)* the Chairman of the Extraordinary General Meeting of the Company (the "**EGM**") or _____

of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at Unit A, 18/F, Lee & Man Commercial Center, 169 Electric Road, Fortress Hill, Hong Kong on Friday, 13 December 2019 at 3 p.m. (or at any adjournment of such EGM) for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the EGM as indicated below, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the EGM.

	ORDINARY RESOLUTIONS	FOR *(Note 5)*	AGAINST *(Note 5)*
1.	To approve the Proposed Disposal (as defined in the circular of the Company dated 22 November 2019 (the "**Circular**")) and to approve, confirm and ratify the Sale and Purchase Agreement (as defined in the Circular) and the transactions contemplated under it; and to authorise any one director of the Company to take all steps and acts and things and to sign and execute all documents, instruments and agreements (including the affixation of the Company's common seal) deemed by the director to be incidental to, ancillary to or in connection with the Sale and Purchase Agreement and the transactions contemplated under it.		
2.	To re-elect Mr. Li Sze Keung (李思強) as an independent non-executive director of the Company.		

Dated this _____ day of, _____ 2019 Shareholder's Signature *(Note 7)*: _____

Notes:

1. **Important: You should first review the Notice of the EGM and the Circular to the Shareholders of the Company both issued by the Company on 22 November 2019 before appointing a proxy.**
2. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
3. Please insert the number of shares of US$0.01 each in the share capital of the Company (the "**Shares**") registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
4. If any proxy other than the Chairman of the EGM is preferred, delete words "**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY**" and insert the name and address of the proxy desired in the space provided.
5. **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 a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
6. The description of the resolutions is by way of summary only. The full text appears in the Notice of the EGM.
7. This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation, this proxy form must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
8. To be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, 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 48 hours before the time appointed for holding the EGM or adjourned EGM.
9. Where there are joint registered holders of any Share, 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 is 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.
10. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
11. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
12. References to time and dates in this proxy form are to Hong Kong time and dates.