



GUOCANG GROUP LIMITED

國藏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 559)

FORM OF PROXY FOR THE 2013 ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares of HK\$0.05 each in the share capital of **GUOCANG GROUP LIMITED** (the “**Company**”), HEREBY APPOINT³ _____
of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the 2013 Annual General Meeting of the Company to be held at 11:00 a.m., on Friday, 29 November 2013 at 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (the “**AGM Notice**”) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors of the Company (the “ Director(s) ”) and of the auditor for the year ended 30 June 2013.		
2.	2.1 Each as a separate resolution, to re-elect the following retiring Directors:		
	2.1.1 Mr. Chi Chi Hung, Kenneth as executive Director; and		
	2.1.2 Dr. Wong Yun Kuen as independent non-executive Director.		
2.2	To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.		
3.	To re-appoint BDO Limited as the Company’s auditor and to authorise the Board to fix its remuneration.		
4A.	To grant a general mandate to the Directors to allot, issue and deal with additional securities of the Company.		
4B.	To grant a general mandate to the Directors to repurchase the Company’s own shares.		
4C.	To add the repurchased shares to the mandate granted to the Directors under Resolution 4A.		
5.	To terminate the Existing Share Option Scheme (as defined in the AGM Notice) and to adopt the New Share Option Scheme (as defined in the AGM Notice).		

Dated this _____ day of _____ 2013 Signature(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his/her vote at his/her discretion.
5. 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 either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. 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.
7. To be valid, this 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, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alteration made in this form should be initialed by the person(s) who sign(s) it.