



## 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 SPECIAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.05 each in the share capital of **GUOCANG GROUP LIMITED** (the “Company”), HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the special general meeting of the Company (the “Meeting”) as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 18 September 2014 at 4:30 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting (the “SGM Notice”) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below:

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the sale and purchase agreement dated 24 July 2014, and the transactions contemplated thereunder (the full text of the resolution is set out in the SGM Notice).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014                      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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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.