



# 世大控股有限公司

## GREAT WORLD COMPANY HOLDINGS LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8003)

### SECOND FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING – 27 SEPTEMBER 2019

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of  
HK\$0.01 each in the capital of Great World Company Holdings Ltd (the “Company”), **HEREBY APPOINT** <sup>(note 3)</sup> the chairman of the annual general meeting,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us at the annual general meeting (and at any adjournment thereof) of the Company to be held on 27 September 2019 at 11:00  
a.m. at Room 1202, 12/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions  
set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the  
resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors for the year ended 31 March 2019.		
2.	To re-elect Mr. Gu Zhonghai as an executive director.		
3.	To re-elect Ms. Yang Wei as an executive director.		
4.	To re-elect Dr. Yang Fuyu as an independent non-executive director.		
5.	To authorise the board of directors to fix the remuneration of the directors of the Company.		
6.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration.		
7.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company.		
8.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
9.	To extend the general mandate to the directors of the Company to allot, issue and deal with shares of the Company of an amount not exceeding the amount of the shares repurchased by the Company.		
10.	To approve refreshment of the Scheme Mandate Limit of the Share Option Scheme.		

Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the chairman of the annual general meeting is preferred, please strike out “the chairman of the annual general 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, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his/her stead at any one general meeting (or at any one class meeting).
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- The instrument appointing a proxy and (if required by the Board) 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 Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17/M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (before 25 September 2019 11:00 a.m.) at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 27 August 2019 (the “**First Proxy Form**”) with the share registrar, you are requested to lodge this proxy form if you wish to appoint proxy to attend the meeting on your behalf. In this case, the **First Proxy Form** should not be lodged with the share registrar.
- If you have already lodged the **First Proxy Form** with the share registrar, please note that:
  - subject to (iii) below, if this proxy form is not lodged with the share registrar, the **First Proxy Form** will be treated as a valid form of proxy lodged by you if correctly completed, signed and returned in accordance with the instructions printed thereon. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the **First Proxy Form** in respect of the resolutions set out in the Amended Notice, and any additional resolution properly put to the meeting, the proxy will be entitled to vote at his or her discretion or to abstain from voting on such resolutions;
  - if this proxy form is lodged with the share registrar not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof, this proxy form shall be treated as a valid proxy form and shall revoke and supersede the **First Proxy Form** previously lodged by you if correctly completed and signed in accordance with the instructions printed thereon; and
  - if this proxy form is lodged with the share registrar less than 48 hours before the time fixed for holding the meeting or any adjournment thereof, this proxy form will be invalid. However, it will revoke the **First Proxy Form** previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the **First Proxy Form** or this proxy form) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, you are advised not to lodge this proxy form less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. If you wish to vote at the meeting, you will have to attend the meeting in person and vote at such meeting yourselves.