



GOOD RESOURCES

# Good Resources Holdings Limited

天國國際集團控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 109)

**SPECIAL GENERAL MEETING  
TO BE HELD ON 14 FEBRUARY 2017**

## PROXY FORM

**Form of proxy for use by shareholders at the special general meeting of Good Resources Holdings Limited to be held at Unit 3310-11, 33rd Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 14 February 2017 at 11:00 a.m. and at any adjournment thereof.**

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (note b) ordinary shares of  
HK\$0.1 each in the share capital of Good Resources Holdings Limited (the "Company") hereby appoint the chairman of the special general meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) to attend and, on a poll, vote on my/our behalf at the special general meeting of the Company to be held at  
Unit 3310-11, 33rd Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 14 February 2017 at 11:00 a.m. and at any  
adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the Bye-laws of the Company) as hereunder indicated  
and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote on a poll (note d).

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	(a) To approve, confirm and ratify the Zhejiang Wenhua Supplemental Agreement and the transactions contemplated thereunder. (b) To authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Zhejiang Wenhua Supplemental Agreement and the transactions contemplated thereunder.		
2.	(a) To approve, confirm and ratify the Shanghai Shihao Supplemental Agreement and the transactions contemplated thereunder. (b) To authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Shanghai Shihao Supplemental Agreement and the transactions contemplated thereunder.		
3.	(a) To approve, confirm and ratify the First Shanghai Wealth Supplemental Agreement and the transactions contemplated thereunder. (b) To authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the First Shanghai Wealth Supplemental Agreement and the transactions contemplated thereunder.		
4.	(a) To approve, confirm and ratify the Second Shanghai Wealth Supplemental Agreement and the transactions contemplated thereunder. (b) To authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Second Shanghai Wealth Supplemental Agreement and the transactions contemplated thereunder.		
5.	(a) To approve, confirm and ratify the Shanghai Renhe Investment Supplemental Agreement and the transactions contemplated thereunder. (b) To authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Shanghai Renhe Investment Supplemental Agreement and the transactions contemplated thereunder.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2017

Shareholder's signature (notes e, f, g and h) \_\_\_\_\_

### Notes:

- Full name(s) and address(es) are to 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). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the special general meeting as your proxy, please delete the words "the chairman of the special general meeting or" and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided. Any changes made to this proxy form must be initialled by the person who signs it.
- IMPORTANT:** If you wish to vote for a resolution, please tick ("✓") in the relevant box marked "For". If you wish to vote against a resolution, please tick ("✓") in the relevant box marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- To be valid, this form of proxy together with any power of attorney or the authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this proxy form must be initialled by the person who signs the form.
- Completion and return of this proxy form will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this proxy form, this proxy form will be deemed to have been revoked.

\* for identification purposes only