

# Grand Ocean Advanced Resources Company Limited

## 弘海高新資源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 65)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.50 each in the capital of Grand Ocean Advanced Resources Company Limited (the "Company"), HEREBY APPOINT the chairman of the meeting \_\_\_\_\_  
or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or at any adjournment thereof) of the Company to be held at Suite 3103, Sino Plaza, 255-257 Gloucester Road, Hong Kong on Friday, 17 June 2016, at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the auditor of the Company for the year ended 31 December 2015.		
2.	(a) To re-elect Ms. Huo Lijie as an executive director of the Company.		
	(b) To re-elect Mr. Chang Xuejun as an independent non-executive director of the Company.		
	(c) To re-elect Mr. Kwok Chi Shing who has served the Company for more than nine years as an independent non-executive director of the Company, as an independent non-executive director of the Company.		
	(d) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.		
3.	To re-appoint RSM Hong Kong as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue and deal with additional shares not exceeding 20 per cent of the issued share capital of the Company as at the date of this resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10 per cent of the issued share capital of the Company as at the date of this resolution.		
6.	To extend, conditional upon the above resolution nos. 4 and 5 being duly passed, the general mandate to allot shares by adding the shares repurchased pursuant to resolution no. 5 to the 20 per cent general mandate given in resolution no. 4.		

Signature<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- 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 meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
- 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 under its common seal or under the hand of an officer duly authorised.
- In the case of joint shareholders, the vote of a 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.
- 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 thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus 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 or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.