



粵海廣南(集團)有限公司

GDH GUANGNAN (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 01203)

Form of proxy for the Annual General Meeting
to be held on Friday, 31 May 2024 at 11:00 a.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) _____ of ordinary shares ^(Note 2)
(the "Ordinary Shares") in the capital of GDH GUANGNAN (HOLDINGS) LIMITED (the "Company"), HEREBY APPOINT THE CHAIRMAN OF
THE MEETING ^(Note 3) or, failing him, _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at
the Boardroom, Basement II, Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. for the purpose of
considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting and at such Meeting (and at any adjournment
thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4), or if no such indication is given, as my/our proxy
thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements, the Report of the Directors and the Report of the independent auditor of the Company for the year ended 31 December 2023.		
2.	To declare a final dividend for the year ended 31 December 2023.		
3.	(i) To re-elect Mr. Wang Longhai as a Director.	(i)	(i)
	(ii) To re-elect Mr. Gerard Joseph McMahon as a Director.	(ii)	(ii)
	(iii) To re-elect Dr. Wong Yau Kar, David as a Director.	(iii)	(iii)
	(iv) To authorize the Board to fix the remuneration of Directors.	(iv)	(iv)
4.	To re-appoint KPMG as the independent auditor of the Company and authorize the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue up to 20% of the total number of Shares of the Company in issue.		
6.	To grant a general mandate to the Directors to repurchase up to 10% of the total number of Shares of the Company in issue.		
7.	To extend the general mandate granted to the Directors to issue shares by adding the number of shares repurchased.		

Dated this _____ day _____ of 2024 Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion or abstain from voting. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorized 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 or other person duly authorized to sign the same.
- In the case of joint holders of any Ordinary Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members and 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).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be lodged at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which will include the names and mailing addresses of you and your appointed proxies.
- The Personal Data provided in this form may be used in connection with processing your appointment of proxies at the Company's Annual General Meeting (the "AGM") and instructions. Your supply of the Personal Data to the Company and/or its share registrar is on a voluntary basis. However, the Company may not be able to effect the appointment of your proxies and instructions unless you provide us with the Personal Data. The Personal Data will not be transferred to any party outside the Company or its share registrar, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency's request.
- The Personal Data collected in this proxy form will be retained for such period as may be necessary for our record, verification and notification purposes, and this proxy form together with the Personal Data contained in this form will be destroyed no later than one year after the AGM.
- You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be in writing and sent by post to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.