

Guoan International Limited

國安國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 143)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 14 JUNE 2018 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the
share capital of Guoan International Limited (the “Company”) hereby appoint ^(Note 3) _____ of

or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Empire Room 1, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 14 June 2018 at 11:00 a.m. (the “Meeting”) (and at any adjournment thereof) in respect of the resolutions as directed below:

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	the conditional agreement dated 13 February 2018 and entered into between, inter alia, Elitemind Investments Limited and Mr. Chong Chin as vendors and Exquisite Honor Holdings Limited, a wholly-owned subsidiary of the Company, as purchaser (the “ Sale and Purchase Agreement ”, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the sale and purchase of the entire issued shares of Yicko Securities Limited for a total consideration of HK\$420,000,000 (subject to adjustments) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.		
2.	the creation and issue of the convertible bonds (the “ Convertible Bonds ”) in the aggregate principal amount of HK\$300,000,000 by the Company pursuant to the terms and conditions of the Sale and Purchase Agreement be and are hereby approved.		
3.	the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of new shares of the Company (the “ Conversion Shares ”) as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds.		
4.	any one director or (if the affixing of the common seal is necessary) any two directors of the Company be authorized for and on behalf of the Company to negotiate, agree, sign, execute, perfect and deliver all documents and agreements and do all such acts and things as he/they may in his/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds, the allotment and issue of the Conversion Shares and all matters incidental or ancillary thereto.		

Dated this _____ day of _____ 2018 Signature(s) ^(Note 5): _____

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 registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- Please indicate with a “✓” in the appropriate space beside each item how you wish your proxy to vote on your behalf. If this form of proxy is returned duly signed, but without any such indication, your proxy will be entitled to vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 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 under its common seal or under the hand of an officer or attorney or other person duly authorised. 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 of attorney or authority, must be deposited with (i) the Company’s head office and principal place of business in Hong Kong at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong if you are shareholders in Hong Kong; or (ii) the office of the Company’s share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. (formerly known as Lim Associates (Pte) Ltd) at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 if you are shareholders in Singapore, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting (as the case may be). Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned Meeting (as the case may be) should you so wish, and in such event, this form of proxy shall be deemed to have been revoked.
- In the case of a joint holder, 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). For this purpose, seniority is determined by the order in which the names stand on the register of members in respect of the joint holding.