



# GOOD FELLOW RESOURCES HOLDINGS LIMITED

金威資源控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 109)

## PROXY FORM FOR THE 2014 ANNUAL GENERAL MEETING

Form of proxy for use by shareholders at the annual general meeting of Good Fellow Resources Holdings Limited to be held at Unit 3310, 33rd Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 21st November, 2014 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 Fellow Resources Holdings Limited (the "Company") hereby appoint the chairman of the  
annual 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 annual general meeting of the Company to be held at Unit 3310, 33rd Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 21st November, 2014 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).

	FOR (note d)	AGAINST (note d)
1. To receive, consider and approve the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 30th June, 2014	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) To re-elect Mr. Law Wai Fai as Independent Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorise the board of directors to fix the remuneration of Directors	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve Messrs. BDO Limited as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4. To grant a general mandate to the directors to issue, allot and deal with the Company's shares, not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution	<input type="checkbox"/>	<input type="checkbox"/>
5. To grant a general mandate to the directors to repurchase the Company's shares, not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution	<input type="checkbox"/>	<input type="checkbox"/>
6. Conditional on the passing of resolution nos. 4 and 5, to extend the unconditional general mandate granted to the directors under resolution no. 4 by the addition thereon of the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5	<input type="checkbox"/>	<input type="checkbox"/>

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2014

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 proxy form 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 annual general meeting as your proxy, please delete the words "the chairman of the annual general meeting or" and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided. Any changes should be initialled.
- 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 proxy form 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 proxy form 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 proxy form 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 should 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