



GOLDEN EAGLE RETAIL GROUP LIMITED

金鷹商貿集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 3308)

Form of proxy for use at the annual general meeting to be held on Thursday, 24 May 2018 or any adjournment thereof

I/We^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of Golden Eagle Retail Group Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE**

MEETING or ^(Note 3) _____

of _____

as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) of the Company to be held at 8th Floor, Tower A, Golden Eagle Center, 89 Hanzhong Road, Nanjing, the PRC, on Thursday, 24 May 2018 at 10:00 a.m for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the annual general meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and Auditor for the year ended 31 December 2017.		
2.	To approve a final cash dividend of RMB0.3 per share for the year ended 31 December 2017.		
3A.	To re-elect Mr. Wang Hung, Roger as an executive Director.		
3B.	To re-elect Mr. Wong Chi Keung as an independent non-executive Director.		
3C.	To re-elect Mr. Lay Danny J as an independent non-executive Director.		
3D.	To authorise the remuneration committee of the Company to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix their remuneration.		
5A.	To grant a general mandate to the Directors to issue shares of the Company.		
5B.	To grant a general mandate to the Directors to repurchase shares of the Company.		
5C.	To increase the maximum nominal amount of share capital which the Directors are authorised to allot, issue and deal with pursuant to the general mandate set out in resolution no.5A by the aggregate nominal amount of shares repurchased pursuant to the general mandate set out in resolution no.5B.		

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

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of 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 shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. 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(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the annual general 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 authorised in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney or any other person duly authorised.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the share.
- 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 with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the date appointed for the holding of the annual general meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish. In the event that you attend the meeting, this form of proxy will be deemed to have been revoked.