



國浩集團有限公司
Guoco Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 53)

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING
 TO BE HELD ON WEDNESDAY, 14 NOVEMBER 2012**

No. of shares to which this proxy relates ^(Note 1)	
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I/We, ^(Note 2) _____

of _____

shareholder(s) of **GUOCO GROUP LIMITED** (the “Company”) hereby appoint ^(Note 3) _____

of _____

or failing him/her, the Chairman of the Meeting to act as my/our proxy to attend and act for me/us on my/our behalf at the special general meeting (the “Meeting”) of the Company to be held at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong at 12:15 p.m. on Wednesday, 14 November 2012 (or immediately after the conclusion or adjournment of annual general meeting of the Company to be held at 12:00 noon on the same date) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at such Meeting (or at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve the Company’s Executive Share Option Scheme 2012 as set out in ordinary resolution in the notice convening the special general meeting dated 26 October 2012.		

Dated this _____ day of _____ 2012 Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy form relates. 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).
- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**.
- A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RELEVANT RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RELEVANT RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, such person so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (or any adjourned meeting thereof).
- ANY ALTERATION MADE TO THIS PROXY FORM MUST BE DULY INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting (or any adjourned meeting thereof) if you so wish. In the event that you attend the Meeting after having lodged this proxy form as indicated above, this proxy form will be deemed to have been revoked.