



**Goldenmars Technology Holdings Limited**  
**晶芯科技控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3638)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON FRIDAY, 24 FEBRUARY 2017  
(or any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ (address of shareholder)  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares (the “**Shares**”) of HK\$0.0008333 each in the capital of Goldenmars Technology Holdings Limited (the “**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>, or \_\_\_\_\_ (name) of \_\_\_\_\_ (address) as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the “**Meeting**”) of the Company to be held at 29th Floor, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 24 February 2017 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	(a) To approve the grant of options to Mr. George Lu under the share option scheme adopted by the Company on 21 August 2013 to subscribe for an aggregate of 85,000,000 ordinary shares of HK\$0.0008333 each of the Company at the exercise price of HK\$0.55 per share and on the terms and conditions as set out in the circular to the shareholders of the Company dated 2 February 2017, details of which are set out in the notice convening the extraordinary general meeting.		
	(b) To approve the grant of options to Ms. Lau Wing Sze under the share option scheme adopted by the Company on 21 August 2013 to subscribe for an aggregate of 42,600,000 ordinary shares of HK\$0.0008333 each of the Company at the exercise price of HK\$0.55 per share and on the terms and conditions as set out in the circular to the shareholders of the Company dated 2 February 2017, details of which are set out in the notice convening the extraordinary general meeting.		
	(c) To approve the grant of options to Mr. Lau Wan Po under the share option scheme adopted by the Company on 21 August 2013 to subscribe for an aggregate of 100,000,000 ordinary shares of HK\$0.0008333 each of the Company at the exercise price of HK\$0.55 per share and on the terms and conditions as set out in the circular to the shareholders of the Company dated 2 February 2017, details of which are set out in the notice convening the extraordinary general meeting.		
2.	To approve and adopt the refreshment of the scheme mandate limit of the share option scheme of the Company to 10% of the shares of the Company in issue as at the date of the extraordinary general meeting, details of which are set out in the notice convening the extraordinary general meeting.		
SPECIAL RESOLUTION			
3.	To approve the proposed Change of Company Name, details of which are set out in the notice convening the extraordinary general meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature <sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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 Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
5. 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 either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power or authority (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or the adjourned meeting.
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.