



GOME RETAIL HOLDINGS LIMITED

國美零售控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 493)

FORM OF PROXY FOR USE AT ADJOURNED SPECIAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of _____ Shares²
of HK\$0.025 each in the capital of GOME Retail Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**, or³ _____
of _____

as my/our proxy to attend and vote for me/us at the adjourned special general meeting (or at any further adjournment thereof) of the Company (the “**Special General Meeting**”) to be held at Park Lane 3 + 4, Level 27, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, 17 September 2021 at 2:30 p.m. and to vote for me/us as indicated below or, if no such indication is given, as my/our proxy thinks fit.

The full text of each of the resolutions are set out in the notice of the adjourned special general meeting dated 7 September 2021. Capitalised terms used in the circular dated 13 August 2021 have the same meanings when used in this proxy form.

	FOR ⁴	AGAINST ⁴
ORDINARY RESOLUTION		
To approve the Agreement, the Supplemental Agreement and the transactions contemplated thereunder (including, subject to, the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Consideration Shares, the allotment and issue of the Consideration Shares).		
SPECIAL RESOLUTION		
To approve the Whitewash Waiver subject to and conditional upon the passing of the ordinary resolution above.		

Date this _____ 2021

Signature(s)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). If no number is inserted, the 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 is preferred, strike out “THE CHAIRMAN OF THE MEETING or” here inserted 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete any or all boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Special General Meeting other than those referred to in the notice convening the Special 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 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 any 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 be present at any meeting 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 share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Special General Meeting in person to represent you.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE “FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 13 AUGUST 2021 CONTAINING THE NOTICE OF THE MEETING SHOULD NOTE THAT:**
 - if this proxy form is not lodged with the Company’s branch share registrar in Hong Kong, the First Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. The proxy so appointed by the relevant shareholder will be entitled to vote in accordance with the instructions previously given by the relevant shareholder, or if no such instructions are given, at his or her discretion or to abstain from voting on any resolution(s) properly put to the adjourned special general meeting;
 - if this proxy form is lodged with the Company’s branch share registrar in Hong Kong 48 hours before the time appointed for holding of the adjourned special general meeting or any further adjournment thereof (as the case may be) (the “Closing Time”), this proxy form, if correctly completed, will be treated as a valid form of proxy lodged by the relevant shareholder and will revoke and supersede the First Proxy Form previously lodged by the relevant shareholder; and
 - if this proxy form is lodged with the Company’s branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the appointment of proxy under this proxy form will be invalid. The proxy so appointed by the relevant shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if this proxy form was not lodged with the Company’s branch share registrar in Hong Kong. Accordingly, shareholders are advised to complete this form carefully and lodge this proxy form with the Company’s branch share registrar in Hong Kong before the Closing Time.

* For identification purpose only