

# WORLDSEC LIMITED

(Incorporated with limited liability in Bermuda with registration number 21466)

(Issuer Company)

## FORM OF PROXY

**Form of Proxy for completion by holders of ordinary shares in certificated form** in respect of the Annual General Meeting of Worldsec Limited (the **Company**) to be held at 11.45 a.m. on 5 October 2015 at The Savile Club, 69 Brook Street, London W1K 4ER.

Before completing this form, please read the explanatory notes overleaf.

I/We (note a).....

of.....

being a member of the Company and registered holder(s) of .....shares  
(b) of US\$0.001 each in the capital of the Company, HEREBY APPOINT the Chairman of the meeting  
or (c):

.....  
as my/our proxy to attend and speak on my/our behalf at the Annual General Meeting (and at any adjournment thereof) for the purpose of considering, and if thought fit, passing the Resolutions set out in the Notice convening the said meeting and at such meeting (and any adjournment thereof), to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below (d).

	<b>ORDINARY BUSINESS</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
	<b>RESOLUTIONS</b>			
1.	ORDINARY RESOLUTION – to receive the Report of the Directors and the audited accounts of the Company for the year ended 31 December 2014 together with the Auditors' Report on those accounts.			
2.	ORDINARY RESOLUTION – to re-elect Mr Henry Ying Chew Cheong as a Director of the Company.			
3.	ORDINARY RESOLUTION – to re-elect Mr Ernest Chiu Shun She as a Director of the Company.			
4.	ORDINARY RESOLUTION – to re-elect Mr Mark Chung Fong as a Director of the Company.			
5.	ORDINARY RESOLUTION - to re-elect Mr Martyn Stuart Wells as a Director of the Company.			
6.	ORDINARY RESOLUTION - to re-elect Mr Alastair Gunn-Forbes as a Director of the Company.			
7.	ORDINARY RESOLUTION - to appoint BDO Limited as Auditors of the Company, to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Board of Directors to determine their remuneration.			
	<b>SPECIAL BUSINESS</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
8.	SPECIAL RESOLUTUION - to generally authorise the Directors of the Company to issue non-pre-emptively for cash equity securities at the date of the passing of this resolution until the Company's next annual general meeting, representing: <ul style="list-style-type: none"><li>• no more than 5% of the issued ordinary share capital of the Company, whether or not in connection with an acquisition or specified capital investment; and</li><li>• no more than an additional 5% of the issued ordinary share capital of the Company which, the Company intends, is to be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.</li></ul>			

Signed

Dated

## Notes

- (a) Please insert the full name(s) and address(es) in BLOCK LETTERS.
- (b) Please insert the number of shares registered in your name(s). 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).
- (c) As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the annual general meeting of the Company. If you hold your ordinary shares in certificated form you can only appoint a proxy using the procedures set out in these notes.
- (d) A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert his or her full name in the box. If you sign and return this form of proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that he or she attends the meeting and is aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give him or her the relevant instructions directly. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- (e) If you are holding two or more shares in the Company, you may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate Form of proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom.
- (f) IMPORTANT: To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- (g) To appoint a proxy using this form, to be valid the form must be
  - i) completed and signed by you or your attorney duly authorised in writing;
  - ii) sent or delivered to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 11.45 a.m. on 3 October 2015 or 48 hours before the time fixed for any adjournment thereof.
- (h) Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
- (i) Only those members entered on the register of members at 6.00 p.m. on 3 October 2015 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (j) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (k) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- (l) If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.