

# WORLDSEC LIMITED

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

## FORM OF DIRECTION

**Form of Direction for completion by holders of Depositary Interests representing shares on a 1 for 1 basis in Worldsec Limited (the Company) in respect of the Annual General Meeting of Worldsec Limited to be held at 11:45 a.m. on 27 October 2016 at The Savile Club, 69 Brook Street, London W1K 4ER.**

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

I/We (note 1).....

of.....

being a holder of Depositary Interests in the Company, referred to in the notice dated 22 September 2016 (the "Notice") from the Company to its shareholders, HEREBY APPOINT Capita IRG Trustees Limited (the **Depositary**) as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company and at any adjournment thereof, as indicated below.

***Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.***

	ORDINARY BUSINESS	For	Against	Vote Withheld
	<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 2015 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 reappoint 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>	For	Against	Vote Withheld
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>			

## Notes

- 1) Please insert the full name(s) and address(es) in BLOCK LETTERS.
- 2) The "Vote Withheld" option is provided to enable you to abstain from voting on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- 3) Please indicate how you wish your votes to be cast by placing an "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
- 4) If this Form of Direction is signed and returned without any indication as to how the proxy shall vote, the Depositary will abstain from casting your votes on such resolution.
- 5) The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- 6) A corporation's Form of Direction shall be executed pursuant to a resolution of its directors or any other managing body thereof, and shall be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- 7) This Form of Direction, to be valid, must be lodged with Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom not later than 11.45 a.m. on 24 October 2016 or 72 hours before the time fixed for any adjournment thereof, together, if appropriate, with the power of attorney or other written authority, if any, under which it is signed (or a duly certified copy of such power) or, where the Form of Direction has been signed by an officer on behalf of a corporation, a duly certified copy of an authority under which it is signed.
- 8) Depositary Interests may be voted through the CREST proxy voting service in accordance with procedures set out in the CREST manual.
- 9) Depositary Interest Holders wishing to attend the meeting should contact Capita IRG Trustees Limited to request a Letter of Representation at Capita IRG Trustees Limited, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or by emailing [custodymgt@capita.co.uk](mailto:custodymgt@capita.co.uk) by no later than 11.45 a.m. on 24 October 2016.
- 10) Any alterations made to this form must be initialled by the person who signs it.