



WINBOX INTERNATIONAL (HOLDINGS) LIMITED

永保時國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 474)

Form of Proxy for Extraordinary General Meeting

I/We¹, _____
of _____
being holder(s) of² _____ shares of HK\$0.05 each in the capital of
WINBOX INTERNATIONAL (HOLDINGS) LIMITED (the “Company”) hereby appoint³ the Chairman of the meeting
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be
held at The Focal Point, Worldwide Executive Centre, Level 10, World-Wide House, 19 Des Voeux Road Central on 13 January
2010 at 2:30 p.m. or at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as
hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve the increase of the authorized share capital of the Company to HK\$250,000,000 divided into 5,000,000,000 shares of HK\$0.05 each and to authorize the directors of the Company to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the same.		
2.	To (a) approve the S&P Agreement and the Supplemental Agreement (each as defined in the circular of the Company dated 28 December 2009 (the “Circular”)) and the transactions contemplated thereunder; (b) authorize the directors of the Company to issue and allot the Consideration Shares and the Convertible Notes (each as defined in the Circular); (c) authorize the directors of the Company to issue and allot the Conversion Shares (as defined in the Circular); and (d) authorize the directors of the Company to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the S&P Agreement and the Supplemental Agreement (each as defined in the Circular).		
3.	To (a) approve the Placing (as defined in the Circular) and the grant of the specific mandate to allot and issue new shares in connection with the Placing; and (b) authorize the board of directors of the Company to (i) determine and deal with at its discretion and with full authority, matters relating to the Placing (as defined and described in the Circular); and (ii) take such steps as any director may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Placing (as defined in the Circular).		

Dated this _____ day of _____

Signature(s)⁶ _____

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, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” 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(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- 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, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.