

**CARRY****W E A L T H HOLDINGS LIMITED****恒 富 控 股 有 限 公 司***(Incorporated in Bermuda with limited liability)**Website: <http://www.carrywealth.com>**(Stock Code: 643)*

Number of shares to which this proxy form relates (Note 1)	
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PROXY FORM**Special General Meeting (“Meeting”) to be held on 8 January 2014**

I/We (Note 2) _____
of _____ being a shareholder of Carry Wealth Holdings Limited (the “Company”) hereby appoint (Note 3) _____ of _____ or failing him the duly appointed Chairman of the Meeting as my/our proxy to attend, act and vote on my/our behalf at the Meeting of the Company to be held on Wednesday, 8 January 2014 at 10:00 a.m. at 2908, 29th Floor, Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Hong Kong and at any adjournment thereof and, in particular, to vote in respect of the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To approve the Rights Issue (as defined in the circular dated 19 December 2013 of the Company (the “Circular”)), and to approve and authorise any one or more directors of the Company to do all such acts and things, to sign and execute all such further documents and to take such steps considered necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue or any transactions contemplated thereunder.		
2.	To approve the Whitewash Waiver (as defined in the Circular) granted or to be granted by the Executive (as defined in the Circular) pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving any obligation (either unconditionally or subject to such conditions as may be required by the Executive (as defined in the Circular)) on the part of the Underwriter (as defined in the Circular), Mr. Li Haifeng and the parties acting in concert with any of them, to make a mandatory general offer arising from the underwriting of the Rights Issue for all the shares of the Company not already owned, controlled or agreed to be acquired by them pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) by the Executive (as defined in the Circular), and to authorise any one or more directors of the Company to take such action and do all such acts and things, to sign and execute all such further documents and to take such steps considered necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Whitewash Waiver and the transactions contemplated thereunder.		

Dated: _____

Signature (Note 6): _____

Notes:

1. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the shareholder appearing in this proxy form.
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
3. If a proxy is appointed, delete the words “or failing him the duly appointed Chairman of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. Please indicate with a “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this proxy form is returned duly signed but without any indication, the proxy will vote for or against the resolutions or will abstain at his discretion at the Meeting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. In the case of joint holders of a share in the Company, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
7. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
8. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, **Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong** not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting as the case may be or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll.
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.