



FOOD WISE HOLDINGS LIMITED

膳源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1632)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We, (Name) _____ (Note 1)

of (Address) _____ (Note 1)

being the registered holder(s) of _____ (Note 2) ordinary shares of HK\$0.01

each in the capital of **Food Wise Holdings Limited** (the "Company"), HEREBY APPOINT (Name) _____

of (Address) _____

or failing him/her, the CHAIRMAN OF THE MEETING^(Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "2017 AGM") to be held at Room 4, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 30 August 2017 at 10:30 a.m. and at the adjournment thereof on any resolution or motion which will be proposed thereat. My/our proxy is authorised and instructed to vote as indicated^(Note 4) in respect of the under-mentioned resolutions:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2017 together with the reports of the directors and independent auditor thereon.		
2.	(a) To re-elect Mr. WONG Che Kin as an executive director of the Company.		
	(b) To re-elect Ms. WONG Chui Ha Iris as an executive director of the Company.		
	(c) To re-elect Mr. CHEUNG Wai Chi as a non-executive director of the Company.		
	(d) To re-elect Mr. CHEUNG Yui Kai Warren as an independent non-executive director of the Company.		
	(e) To re-elect Professor LAI Kin Keung as an independent non-executive director of the Company.		
	(f) To re-elect Mr. LUI Hong Peace as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors for the year ending 31 March 2018.		
4.	To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the aggregate number of issued shares of the Company.*		
6.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate number of issued shares of the Company.*		
7.	Conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening the 2017 AGM (the "Notice"), to extend the general mandate granted by resolution no. 5 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 6.*		

* For the full text of the proposed resolutions, please refer to the Notice as contained in the Company's circular dated 21 July 2017.

Signature _____ (Notes 5 and 6) Dated this _____ day of _____ 2017

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
- A member of the Company (the "Member") entitled to attend and vote at the 2017 AGM may appoint one or more persons to attend and vote on his/her/its behalf. If any proxy other than the Chairman of the Meeting is preferred, please insert the name and address of the person appointed as proxy desired in the space provided. **A proxy needs not be a Member, but must attend the 2017 AGM (or the adjournment thereof) in person to represent you.** If more than one proxy is appointed, a photocopy of the form of proxy may be used.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his/her discretion or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2017 AGM other than those referred to in the Notice. If you wish to use less than all your votes, or to cast part of your votes "FOR" and part of your votes "AGAINST" the relevant resolution in the event that a poll is conducted, please insert the number of shares of the Company in the relevant box(es).
- The form of proxy must be signed by the appointor or his/her/its attorney duly authorised in writing or, if such appointor is a corporation, must be either under its common seal or under the hand of an officer, attorney or other person authorised to sign on its behalf.
- In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the 2017 AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the 2017 AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this form of proxy must be completed, signed and deposited at the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited (the "Hong Kong Share Registrar") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed (or a certified copy thereof), not later than 48 hours before the time fixed for holding the 2017 AGM or the adjournment thereof. Completion and return of the form of proxy shall not preclude Members from subsequently attending and voting in person at the 2017 AGM or the adjournment thereof, should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner which (in the Company's absolute discretion) is not material as being valid.
- A Member or his/her/its proxy should produce proof of identity when attending the 2017 AGM. If a corporate Member appoints its representative to attend the 2017 AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the 2017 AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions.
- Your Personal Data will not be transferred to other third parties (other than the Hong Kong Share Registrar) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.