



E-COMMODITIES HOLDINGS LIMITED

易大宗控股有限公司

(formerly known as “WINSWAY ENTERPRISES HOLDINGS LIMITED 永暉實業控股股份有限公司”)

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1733)

PROXY FORM

Form of proxy for use at the Extraordinary General Meeting of E-Commodities Holdings Limited (the “Company”) to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 24 July 2017 at 9:00 a.m. and at any adjournment of the meeting.

I/We, ^(note 1) _____,
of _____,
being registered holder(s) of ^(note 2) _____ shares of no par value of the Company, hereby appoint ^(note 3) _____

of _____,
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, 24 July 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit ^(note 4).

Unless otherwise indicated, capitalised terms used herein shall have the meaning as those defined in the Company’s circular dated 6 July 2017 (the “Circular”).

Ordinary Resolution		For	Against
1.	(a) the subscription agreement dated 1 June 2017 (the “Subscription Agreement”, a copy of which is produced to the meeting and marked “A” and initialled by the chairman of this meeting for purpose of identification) entered into between the Company, Lord Central Opportunity VII Limited (the “Subscriber”) and the subsidiary guarantors in relation to the issue of the unlisted convertible bonds in an aggregate principal amount of US\$40,000,000 (the “Bonds”) and 118,060,606 unlisted warrants of the Company (the “Warrants”) by the Company to the Subscriber and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;		
	(b) the creation and issue of the Bonds in accordance with the terms and conditions of the Subscription Agreement and the bond instrument (the agreed form of which is attached in the Subscription Agreement) be and are hereby approved and confirmed;		
	(c) the creation and issue of the Warrants in accordance with the terms and conditions of the Subscription Agreement and the warrant instrument (the agreed form of which is attached in the Subscription Agreement) be and are hereby approved and confirmed;		
	(d) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company (subject to adjustments in accordance with the terms of the Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the conversion rights attached to the Bonds following adjustments to the conversion price of the Bonds) and to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Bonds;		
	(e) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company (subject to adjustments in accordance with the terms of the Warrants) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the subscription rights attached to the Warrants following adjustments to the subscription price of the Warrants) and to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the subscription rights attached to the Warrants; and		
	(f) any one or more directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient in connection with or to give effect to (1) the performance of the rights and/or obligations under the Subscription Agreement and in accordance with the terms of the Bonds and warrants; (2) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Bonds at the conversion price of the Bonds (subject to adjustments in accordance with the terms of the Bonds); and (3) the issue and allotment of the shares of the Company upon exercise of the subscription rights attached to the Warrants at the subscription price of the Warrants (subject to adjustments in accordance with the terms of the Warrants).		

Dated: _____ 2017

Signature ^(note 5) _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- To be valid, this completed and signed proxy form and the relevant power of attorney (if any) or other authority (if any), or a notarially certified copy of such power or authority, shall be lodged with the Company’s registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding the meeting or adjourned meeting (as the case may be).
- A Shareholder entitled to attend and vote at a meeting of the Company 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 Shareholder to speak at the meeting. A proxy need not be a member of the Company. A Shareholder may appoint any number of proxies to attend in his stead at any one general meeting.
- Delivery of this form of proxy shall not preclude you from attending and voting in person at the meeting or poll concerned and, in such event, this form of proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- The description of the resolution is by way of summary only. The full text appears in the notice convening the meeting, which is set out in the Circular.