



WLS Holdings Limited

滙隆控股有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8021)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (“Meeting”) convened to be held at Rooms 1001-1006, 10th Floor, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong on Friday, 28 March 2014 at 2:30 p.m. (and any adjournment thereof)

I/We (Note a) _____
of _____

being the registered holder(s) of (Note b) _____ shares of HK\$0.01 each in the capital of the above named Company hereby appoint the Chairman of the Meeting or _____
of _____

to act as my/our proxy/proxies (Note c) at the Meeting to be held at Rooms 1001-1006, 10th Floor, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Aberdeen, Hong Kong on Friday, 28 March 2014 at 2:30 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy/proxies think(s) fit.

Please make a “✓” mark in the appropriate box to indicate how you wish your vote(s) to be cast (Note d).

ORDINARY RESOLUTION	FOR	AGAINST
To approve the SM Placing Agreement (as defined in the circular of the Company dated 11 March 2014 (“Circular”) and all the transactions contemplated thereunder (including the allotment and issue of the SM Placing Shares (as defined in the Circular)) and to authorise the directors of the Company to execute all such documents or do such acts and things as they consider necessary, desirable or expedient for the implementation thereof.		

Dated the _____ day of _____ 2014

Shareholder’s signature _____ (Notes e, f, g and h)

Notes:

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- (b) 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 issued share capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint another person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
- (d) If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (g) To be valid, this form of proxy together with any 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 offices of the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialled by the person who signed the form.