



# HONG WEI (ASIA) HOLDINGS COMPANY LIMITED

## 鴻偉(亞洲)控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8191)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 30 JUNE 2016 AT 10:30 A.M.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup>  
of Hong Wei (Asia) Holdings Company Limited (the "Company"), hereby appoint THE CHAIRMAN OF THE AGM <sup>(Note 3)</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held on Thursday, 30 June 2016 at 10:30 a.m. at 2nd Floor, 35-45B Bonham Strand, Sheung Wan, Hong Kong, and any adjournment thereof, for the purposes of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the AGM and at the AGM, and any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup>, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the AGM other than that referred to in this notice in such manner as he/she thinks fit.

AS ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1	To receive and adopt the audited consolidated financial statements, the report of the directors of the Company (the "Directors") and the report of the auditor of the Company for the year ended 31 December 2015.		
2.	(A) To re-elect Mr. Wong Cheung Lok as an executive Director.		
	(B) To re-elect Dr. Xu Jianmin as an independent non-executive Director.		
	(C) To re-elect Ms. Qian Xiaoyu as an independent non-executive Director.		
	(D) To re-elect Mr. Lai Ming Wai as a non-executive Director.		
	(E) To authorize the board of directors of the Company (the "Board") to fix the Directors' remuneration.		
3	To consider and approve the re-appointment of Messrs. Graham H. Y. Chan & Co. as the auditor of the Company and to authorize the Board to fix the auditor's remuneration.		
4	(A) To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company at the date of passing this resolution.		
	(B) To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.		
	(C) Conditional upon resolutions 4(A) and 4(B) being passed, to extend the general mandate to the Directors to issue and allot additional shares of the Company by adding the number of shares repurchased by the Company under the mandate referred to in resolution 4(B) above.		

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_ 2016

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS** as shown in the register of members of the Company.
- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words "THE CHAIRMAN OF THE AGM" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.** Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company shall not appoint more than one proxy to attend on the same occasion, except where the member of the Company is a clearing house (or its nominee(s)). **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 no direction is given, your proxy may vote or abstain at his/ her discretion. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall 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 of the Company.
- In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at Tricor Investor Services Limited, the share registrar and transfer office of the Company at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting.
- The proxy need not be a member of the Company.
- Completion and return of a form of proxy will not preclude any member of the Company from attending and voting in person at the AGM if he so wishes.