

# China Wood Optimization (Holding) Limited

## 中國優材(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1885)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at Unit 908A, 9/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 May 2020, at 2:00 p.m. (or any adjournment thereof)

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup>  
shares ("Shares") of HK\$0.01 each of China Wood Optimization (Holding) Limited (the "Company") hereby appoint the chairlady of  
the annual general meeting (the "Meeting") of the Company or <sup>(note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend at the Meeting to be held at Unit 908A, 9/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 May 2020, at 2:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolutions as hereunder indicated.

Ordinary Resolutions		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive, consider and adopt the audited financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2019		
2.	To declare a final dividend of HK\$0.02 per Share for the year ended 31 December 2019		
3.	(a) To re-elect Mr. Zhang Dali as an independent non-executive director of the Company		
	(b) To re-elect Mr. Lau Ying Kit as an independent non-executive director of the Company		
	(c) To authorise the board of directors to fix the directors' remunerations of the Company		
4.	To re-appoint KPMG as the Company's auditors for the year ending 31 December 2020 and authorise the board of directors of the Company to fix their remuneration		
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued shares of the Company and to make or grant offers, agreements and options to the extent of not more than 20% of the total number of Shares in issue as at the date of passing of this resolution ("Issue Mandate")		
6.	To grant a general and unconditional mandate to the directors of the Company to repurchase the Company's shares to the extent of not more than 10% of the total number of Shares in issue as at the date of passing of this resolution ("Repurchase Mandate")		
7.	Conditional upon the passing of resolutions nos. 5 and 6, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with unissued shares of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Shareholder's signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint holders should be stated.
- 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairlady of the Meeting as your proxy, please delete the words "the Chairlady of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of the person appointed in the space provided. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of him.
- If you wish to vote for a resolution set out above, please tick ("✓") the box marked "For" against such resolution. If you wish to vote against a resolution, please tick ("✓") the box marked "Against" against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; 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.
- 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.
- 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.
- 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 office of the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited (the "Hong Kong Branch Share Registrar"), at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time of the Meeting (i.e. by 2:00 p.m. on Monday, 18 May 2020) or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form. For the purpose of determining members who are qualified for attending and voting at the Meeting, the register of members of the Company will be closed from Thursday, 14 May 2020 to Wednesday, 20 May 2020 (both days inclusive), during which period no transfer of the Shares will be effected. The holders of shares whose names appear on the register of members of the Company on Wednesday, 20 May 2020 will be entitled to attend and vote at the Meeting. In order to qualify for attending and voting at the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar at the above address by no later than 4:00 p.m. on Wednesday, 13 May 2020. For the purpose of determining members who are qualified for entitlement for the proposed final dividend, the register of members of the Company will be closed from Wednesday, 27 May 2020 to Friday, 29 May 2020 (both days inclusive), during which period no share transfer will be registered. In order to qualify for the proposed final dividend, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar at the above address not later than 4:00 p.m. on Tuesday, 26 May 2020.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.