



Burwill Holdings Limited

寶威控股有限公司

(Provisional Liquidators Appointed)

(Incorporated in Bermuda with limited liability)

(Stock Code: 24)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the share capital of BURWILL HOLDINGS LIMITED (PROVISIONAL LIQUIDATORS APPOINTED) (the "Company"), hereby appoint^(Note 3) _____ (name) of _____ (address) or failing him, the chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the special general meeting (the "SGM") of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 3:00 p.m. on Wednesday, 8 July 2020 and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution as set out in the notice of the SGM dated 17 June 2020 as indicated below and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 17 June 2020.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>THAT subject to and conditional upon (i) the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation; and (ii) the compliance with the relevant procedures and requirements under the Listing Rules, the Bye-Laws, the Companies Act and all applicable laws to effect the Capital Reorganisation, with effect from the first business day immediately following the date on which the aforesaid conditions are fulfilled:</p> <p>(a) the par value of each of the issued shares of HK\$0.10 each in the existing share capital of the Company be and is hereby reduced from HK\$0.10 each to HK\$0.0001 each by cancelling the capital paid-up thereon to the extent of HK\$0.0999 on each of the issued Existing Shares;</p> <p>(b) subject to and forthwith upon the Capital Reduction taking effect, the entire amount standing to the credit of the share premium account of the Company be cancelled;</p> <p>(c) the credit arising in the books of the Company from the Capital Reduction and the Share Premium Cancellation be transferred to the Contributed Surplus Account and the Provisional Liquidators or the Director(s) be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account to eliminate or to set off the accumulated losses of the Company as at the Effective Date and/or to eliminate or to set off the other accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the Shareholders and/or to use the credit in such other manner as may be permitted under the Bye-Laws in effect from time to time and all applicable laws without any further authorisation from the Shareholders and all such actions in relation thereto be and are approved, ratified and confirmed; and</p> <p>(d) the Provisional Liquidators or the Director(s) be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Capital Reduction and the Share Premium Cancellation.</p>		

Dated this _____ day of _____ 2020 Signature^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to those shares. 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).
- Where the proxy appointed is not the chairman of the SGM, please cross out "or failing him, the chairman of the meeting" and fill in name(s) and address(es) of the proxy in the space provided. **Each Shareholder is entitled to appoint one or more than one proxy to attend and vote at the SGM on his behalf. The proxy needs not be a member of the Company.**
- If you wish to vote for any resolution, please "✓" the box marked "For" beside the resolution. If you wish to vote against the resolution, please "✓" the box marked "Against" beside the resolution. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than that referred to in the notice convening the SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the SGM (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
- Completion and deposit of the proxy form shall not preclude you from attending and voting in person at the SGM or any adjourned meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.