



Wai Chi Holdings Company Limited

偉志控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1305)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 19 DECEMBER 2022

Number of shares to which this proxy form relates ¹	
--	--

I/We,² _____
of _____,
being registered shareholder(s) in the share capital of Wai Chi Holdings Company Limited, hereby appoint³ _____
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 at 11th Floor, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 19 December 2022 at 11:00 a.m. and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote for or against the resolution at his/her own discretion⁴.

	Ordinary Resolutions	For ⁴	Against ⁴
1	<p>To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company</p> <p>“THAT:</p> <p>(a) To approve and adopt the rules of the share award scheme pursuant to which the Company intends to recognise the contributions by certain employees and give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group by providing them with the opportunity to own the shares of the Company (the “Shares”), a copy of which marked “A” is produced to the meeting and for the purpose of identification signed by the chairman of this meeting thereof (the “Share Award Scheme”), subject to and conditional upon the Listing Committee (the “Listing Committee”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval to the listing of and permission to deal in the Shares to be issued pursuant to the vesting or exercise of any awards granted under the Share Award Scheme;</p> <p>(b) To authorise the board of directors of the Company (the “Board”) to grant awards of Shares pursuant to the Share Award Scheme and to allot and issue Shares, direct and procure the professional trustee to be appointed by the Company to (i) assist with the administration, exercise and vesting of awarded Shares; and (ii) transfer Shares and otherwise deal with Shares granted pursuant to the Share Award Scheme as and when they vest or are exercised (as the case may be) and subject to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”); and</p> <p>(c) To authorise the Board to modify and/or amend the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”</p>		

	Ordinary Resolutions	For ⁴	Against ⁴
2	<p>To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company</p> <p>“THAT:</p> <p>(a) To approve and adopt the rules of the share option scheme pursuant to which the Company intends to recognise the contributions by certain employees and give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group by providing them with the opportunity to acquire the Shares, a copy of which marked “B” is produced to the meeting and for the purpose of identification signed by the chairman of this meeting thereof (the “Share Option Scheme”), subject to and conditional upon the Listing Committee granting approval to the listing of and permission to deal in the Shares which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme;</p> <p>(b) To authorise the Board to administer the Share Option Scheme under which share options will be granted to the eligible participants (as defined in the Share Option Scheme) who are eligible under the Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the Share Option Scheme and the requirement of the Listing Rules; and</p> <p>(c) To authorise the Board to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”</p>		
3	<p>To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company</p> <p>“THAT the Company’s existing share option scheme adopted on 27 October 2014 (the “Existing Share Option Scheme”) be and is hereby terminated upon the Share Option Scheme becoming unconditional and effective such that thereafter no further options shall be offered under the Existing Share Option Scheme (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution.”</p>		
4	<p>To consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution of the Company</p> <p>“THAT the aggregated number of Shares to be allotted and issued by the Company for the purpose of the Share Award Scheme and Share Option Scheme pursuant to the resolutions numbered 1 and 2 above, together with any issue of Shares upon exercise of all Awards and Options to be granted under the Share Award Scheme, the Share Option Scheme and any other share schemes of the Group, shall not in aggregate exceed 10% of the Shares in issue as at the date of passing of this resolution.”</p>		

Dated: _____

Signature⁵: _____

Notes:

- 1 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).
- 2 Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 3 Please insert the name and address of the proxy. If no name is inserted, the Chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- 4 **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.
- 5 This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- 6 In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, at the meeting, but if more than one of the joint holders are present at the meeting, the vote of the senior holder who tenders a vote, either in person or by proxy, 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 in respect of the joint holding.
- 7 Completion and deposit of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish.
- 8 To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by not less than 48 hours before the time appointed for the holding of the meeting or any adjournment of it (as the case may be).
- 9 In the light of the ongoing COVID-19 pandemic situation and to safeguard Shareholders’ health and safety, Shareholders are encouraged to consider appointing the Chairman of the meeting as their proxy to vote on the resolution instead of attending the meeting in person.