



# Willie International Holdings Limited

威利國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 22 MAY 2012

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_, being  
the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each ("Shares") in the capital of Willie  
International Holdings Limited (the "Company"), **HEREBY APPOINT**<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 30/F, China  
United Centre, 28 Marble Road, North Point, Hong Kong on Tuesday, 22 May 2012 at 3:30 p.m. and at any adjournment thereof on the resolutions  
referred to in the Notice of Annual General Meeting (with or without modifications) as indicated below:

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2011		
2	(i) To re-elect Mr. Tsui Hung Wai, Alfred as a director of the Company		
	(ii) To re-elect Mr. Fung Yue Tak, Derek as a director of the Company		
	(iii) To re-elect Mr. Frank H. Miu as a director of the Company		
	(iv) To re-elect Mr. Gary Drew Douglas as a director of the Company		
	(v) To re-elect Dr. Chuang Yueheng, Henry as a director of the Company		
	(vi) To re-elect Mr. Wong Ying Seung, Asiong as a director of the Company		
	(vii) To authorise the board of directors of the Company to fix directors' remunerations		
3	To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration		
4	To grant a general mandate to the directors of the Company to issue, allot and otherwise deal with the Company's shares up to 20% of issued share capital of the Company		
5	To grant a general mandate to the directors of the Company to purchase the Company's shares up to 10% of the issued share capital of the Company		
6	To extend the general mandate granted to the directors of the Company to issue shares in the capital of the Company pursuant to resolution no. 4 with an amount representing the aggregate amount of the share capital of the Company purchased pursuant to the foregoing resolution no. 5		
7	To terminate the existing share option scheme, adopt a new share option scheme and authorise the directors to grant options under the new share option scheme to the extent that the shares in the Company issuable upon the full exercise of all options shall not be more than 10% of the issued share capital of the Company as at the date of passing this resolution		

Signature(s)<sup>6</sup> \_\_\_\_\_

Date \_\_\_\_\_

**NOTES:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the 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 is preferred, please strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- To be valid, the instrument appointing a proxy must 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.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's share registrar and transfer office, **Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong** not less than 48 hours before the time for holding the meeting or any adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, 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 any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.