

Well Way Group Limited

和滙集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

Form of proxy for use at the Extraordinary General Meeting to be held on Monday, 6 October 2014 at 11:00 a.m.

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ ordinary shares of HK\$0.01 each in the share capital of Well Way Group Limited (the “Company”), hereby appoint ^(note 3) the Chairman of the Meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (the “EGM”) of the Company to be held at Units 2606A-2608, 26th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong on Monday, 6 October 2014 at 11:00 a.m. and at any adjournment thereof in respect of the following resolutions as indicated ^(note 4):

ORDINARY RESOLUTIONS ^(note 5)		FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve the Subscription Agreement and the transactions contemplated thereunder		
2.	To approve the Open Offer and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Offer Shares and the exclusion of the Non-Qualifying Shareholders from the Open Offer		
3.	To re-elect Mr. Fung Wai Ching as an independent non-executive director of the Company		

Dated this: _____ day of _____ 2014. Signature ^(note 6): _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be duly initialled by the person who signs it.
4. Please indicate with a “✓” in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form is duly signed and returned, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
5. Unless otherwise specified, capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 12 September 2014. Full text of the resolutions are set out in the notice of the EGM.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised in writing.
7. In the case of joint registered holders of any ordinary share(s), any one of such persons may vote at the Meeting, personally or by either proxy, in respect of such ordinary share(s) as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, either 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 ordinary share(s) shall be alone entitled to vote in respect thereof.
8. 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 of attorney or authority, must be deposited at the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 Meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
9. The proxy need not be a shareholder of the Company.
10. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or upon the poll concerned and, in such event, the proxy form shall be deemed to be revoked.