



21 Holdings Limited

21 控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1003)

Form of Proxy for use at the Special General Meeting to be held on Friday, 28 August 2015

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.01
each in the capital of **21 Holdings Limited** (the “Company”) **HEREBY APPOINT the Chairman of the Meeting** (Note 3)
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company (the “Meeting”) to be held at Meeting Room (Soho 2), 6/F., Ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 August 2015 at 10:30 a.m. and at any adjournment thereof in respect of the resolutions set out in the notice convening the Meeting dated 5 August 2015 (the “Notice”) as indicated below.

Ordinary resolutions		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the Subscription as detailed in the Notice		
2.	To approve the Service Agreements as detailed in the Notice		
3.	To approve the Whitewash Waiver as detailed in the Notice		
4.	To approve the Engagement Letter and the allotment and issue of the Fee Shares as detailed in the Notice		
Special resolution			
5.	To approve the change of the name of the Company		

Signature(s) (Note 5): _____

Dated: _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as set out in the register of members of the Company. The names of all joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s) and to which this proxy relates. 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).
- (3) Every member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf of the Meeting. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If any proxy other than the Chairman of the Meeting is desired, strike out the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any alteration made to this form of proxy must be initialled by the person who signs it.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either will entitle your proxy to cast his/her votes at his/her discretion or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must either be executed under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she 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 share(s), shall alone be entitled to vote in respect thereof.
- (7) To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or notarially certified copy thereof, must be lodged at the Company’s share registrar and transfer office 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 holding the Meeting or any adjourned meeting (as the case may be).
- (8) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- (9) The Company reserves the right to treat any proxy form which has been incorrectly completed in same manner which (as its absolute discretion) is not material as being valid.

* for identification purpose only