



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 Use at the Extraordinary General Meeting**

**To be Held on Monday, 3 August 2009**

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each

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 for me/us at the extraordinary general meeting (and at any adjournment thereof) to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on Monday, 3 August 2009 for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To confirm, approve and ratify (a) the share purchase agreement dated 8 June 2009 (the "Agreement") entered into between Welltodo Investments Limited and Coupeville Limited ("Coupeville") in relation to the purchase of the 2 ordinary shares of US\$1.00 each in the share capital of Best Purpose Limited at a consideration of HK\$180 million (the "Acquisition"); (b) the issue of the Convertible Note (as defined in the circular of the Company dated 17 July 2009 (the "Circular")) to satisfy in full the consideration of the Acquisition, (c) the allotment and issue of the Conversion Shares (as defined in the Circular) to Coupeville (or its nominees) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Conversion Shares; and (d) the authorisation of any one director, or any two directors of the Company to execute the Agreement and all such other or further documents, instruments and agreements (if any) for and on behalf of the Company and to do all such acts or things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Agreement.		

Signature(s)<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

**NOTES:**

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
2. 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).
3. 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.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT 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.
5. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
6. 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.
7. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
8. 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 office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting, and in default the instrument of proxy shall not be treated as valid.
9. Where there are 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 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.