

# Well Way Group Limited

## 和滙集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

### Revised Proxy Form for use at the Annual General Meeting to be held on Thursday, 22 May 2014 at 10:00 a.m.

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares  
of HK\$0.01 each in the share capital of Well Way Group Limited (the "Company"), hereby appoint <sup>(note 3)</sup> 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 Annual General Meeting of the Company to be held at Gemini and Libra, 33rd Floor, Rosedale on The Park, 8 Shelter Street, Causeway Bay, Hong Kong on Thursday, 22 May 2014 at 10:00 a.m. and at any adjournment thereof in respect of the following resolutions as indicated <sup>(note 4)</sup>:

| ORDINARY RESOLUTIONS |  | FOR <sup>(note 4)</sup> | AGAINST <sup>(note 4)</sup> |
|----------------------|--|-------------------------|-----------------------------|
| 1.                   | To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2013. |                         |                             |
| 2.                   | (a) To re-elect Mr. Tse Ke Li as a Director.   | (a)                     | (a)                         |
|                      | (b) To re-elect Mr. Mung Bun Man, Alan as a Director.  | (b)                     | (b)                         |
|                      | (c) To re-elect Ms. Chan Ling, Eva as a Director.  | (c)                     | (c)                         |
|                      | (d) To re-elect Mr. Chan Wai Man as a Director.  | (d)                     | (d)                         |
|                      | (e) To re-elect Mr. Chan Ho Bun, Steve as a Director.  | (e)                     | (e)                         |
|                      | (f) To fix Directors' remuneration.  | (f)                     | (f)                         |
| 3.                   | To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorize the Directors to fix its remuneration.  |                         |                             |
| 4.                   | To grant an unconditional mandate to the Directors to issue ordinary shares.   |                         |                             |
| 5.                   | To grant an unconditional mandate to the Directors to repurchase the Company's own shares.   |                         |                             |
| 6.                   | To extend the share issue mandate granted to the Directors.  |                         |                             |

Dated this: \_\_\_\_\_ day of \_\_\_\_\_ 2014. Signature <sup>(note 5)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this revised proxy form will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
- 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 revised proxy form must be duly initialled by the person who signs it.**
- 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.
- This revised proxy form 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.
- 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.
- To be valid, this revised proxy form, 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.
- The proxy need not be a shareholder of the Company.
- Completion and return of this revised proxy form will not preclude you from attending and voting in person at the Meeting or upon the poll concerned and, in such event, the revised proxy form shall be deemed to be revoked.

#### IMPORTANT: A SHAREHOLDER OF THE COMPANY (THE "SHAREHOLDER") WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING DATED 28 MARCH 2014 (THE "FIRST PROXY FORM") SHOULD NOTE THAT:

- if no revised proxy form is lodged with the Company's share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting, including the resolutions in relation to the re-election of Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve as independent non-executive directors of the Company as set out in the supplemental circular dated 25 April 2014;
- if this revised proxy form is lodged with the Company's share registrar in Hong Kong 48 hours prior to the time appointed for holding the Meeting (the "Closing Time"), such revised proxy form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- if this revised proxy form is lodged with the Company's share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the revised proxy form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no revised proxy form was lodged with the Company's share registrar in Hong Kong.