



**WINOX**  
**WINOX HOLDINGS LIMITED**

**盈利時控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6838)

**FORM OF PROXY FOR 2013 ANNUAL GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ ordinary shares <sup>(Note 2)</sup> of  
HKD0.10 each (the "Shares") in the capital of WINOX HOLDINGS LIMITED ("Company"), HEREBY APPOINT THE CHAIRMAN OF THE  
MEETING <sup>(Note 3)</sup> or, failing him, \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ as my/our proxy to attend and act for me/us at the annual general meeting (the "Meeting") (and at  
any adjournment thereof) of the Company to be held at 18th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong  
on Thursday, 16 May 2013 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of  
the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as  
indicated below <sup>(Note 4)</sup>, or if no such indication is given, as my/our proxy think(s) fit.

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR (Note 4)</b>	<b>AGAINST (Note 4)</b>
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2012.		
2.	To approve and declare a final dividend of HKD0.07 per ordinary share for the year ended 31 December 2012.		
3.	(i) To re-elect Ms. Law Wai Ping as a director.		
	(ii) To re-elect Mr. Ma Weihua as a director.		
	(iii) To re-elect Mr. Carson Wen as a director.		
	(iv) To authorise the board of directors to fix the directors' remuneration.		
4.	To re-appoint auditor and to authorise the board of directors to fix its remuneration.		
5.	To grant a general mandate to the directors to issue shares of the Company.		
6.	To grant a general mandate to the directors to repurchase shares of the Company.		
7.	To extend the general mandate granted to the directors to issue shares by adding the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013 Signature <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the full name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS PROXY**. A member may appoint proxy(ies) to attend and vote in his stead. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting. In that event, this form of proxy will be deemed to have been revoked.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all boxes will entitle your proxy to cast his votes or abstain from voting at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred in the notice of the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
6. In the case of joint holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).