



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 the extraordinary general meeting to be held on 25 July 2012 at 2:30 p.m.

Number of shares to which this proxy
form relates ^(Note 1)

I/We ^(Note 2) _____ of _____

being the registered holder(s) of ordinary shares of HK\$0.10 each (“Shares”) in the capital of WINOX HOLDINGS LIMITED (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3) or, failing him, _____ of _____

as my/our proxy to attend and act for me/us at the extraordinary 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 25 July 2012 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (the “Notice”) and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below ^(Note 4), or if no such indication is given, as my/our proxy thinks fit. Unless the context requires otherwise, terms defined in the Notice shall have the same meanings when used herein.

| ORDINARY RESOLUTION ^(Note 10) | FOR ^(Note 4) | AGAINST ^(Note 4) | ABSTAIN ^(Note 4) |
|---|-------------------------|-----------------------------|-----------------------------|
| To approve, confirm and ratify the Master Agreement and the transactions contemplated thereunder. | | | |

Dated this _____ day of _____ 2012

Signature^(Note 5) _____

Notes:

- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman is preferred, strike out the words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. A member may appoint proxy(ies) to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** However, the number of Shares abstained from voting will not be counted in the calculation of the required majority of voting. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion or abstain from voting. 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.
- 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.
- 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).
- 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 at the Company’s branch share registrar and transfer office 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 appointed for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Please refer to the Notice dated 9 July 2012 for the full text of the resolution.