



萬洲國際
WH GROUP

WH Group Limited
萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 288)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, 16 AUGUST 2021**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.0001 each in the share capital of WH Group Limited (the "Company") hereby appoint _____ of _____ or failing him/her, the Chairman of the meeting ^(Note 3), as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at Jade Room I&II, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 16 August 2021 at 10:30 a.m. (and at any adjournment thereof) in respect of the resolutions set out in the notice of the EGM dated 30 July 2021 (the "Notice") (with or without amendments) as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	"THAT, the conditional voluntary cash offer (the "Offer") by Merrill Lynch (Asia Pacific) Limited and Morgan Stanley Asia Limited on behalf of the Company to buy-back up to 1,916,937,202 ordinary shares with nominal value of US\$0.0001 each in the share capital of the Company (the "Share(s)") at a price of HK\$7.80 per Share and subject to the terms and conditions as set out in the offer document despatched on 30 July 2021 together with the accompanying acceptance form (copies of which marked "A" have been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) be approved, without prejudice and in addition to the existing authority of the Company under the general mandate to buy-back Shares granted at the annual general meeting of the Company held on 1 June 2021, and that the director(s) of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the amended and restated memorandum and articles of association of the Company (the "Articles of Association") and do all such acts as such director(s) consider desirable, necessary or expedient to give effect to or otherwise in connection with the Offer, including, without limitation, completion of the buy-back of Shares pursuant to the Offer."		
2.	"THAT, the waiver (the "Whitewash Waiver") in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong (the "Codes") of controlling shareholders of the Company, being Rise Grand Group Limited, Heroic Zone Investments Limited, Chang Yun Holdings Limited, High Zenith Limited and Sure Pass Holdings Limited, to make a mandatory general offer for all the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) not already owned by them and parties acting in concert (as defined under the Codes) with any of them, which may, but for the Whitewash Waiver, arise upon completion of the Offer be hereby approved, and that the director(s) of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the Articles of Association) and do all such acts as such director(s) consider desirable, necessary or expedient to give effect to or otherwise in connection with the Whitewash Waiver."		

Date: _____ 2021

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares of US\$0.0001 each in the share capital of the Company registered in your name(s). 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 and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.** Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the Articles of Association. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy will be entitled to vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
- In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. before 10:30 a.m. on Saturday, 14 August 2021) or any adjournment thereof.
- Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
- The proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- Completion and return of this form of proxy shall not preclude you from attending the EGM and voting in person at the EGM and, in such event, this form of proxy shall be deemed to be revoked.
- Any alteration to this form of proxy must be initialled by the person who signs it.