



# 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 ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, MAY 28, 2019

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 <sup>(Note 3)</sup>, as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the "Annual General Meeting") of the Company to be held at The Diamond Ballroom 1, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, May 28, 2019 at 3:30 p.m. (and at any adjournment thereof) in respect of the resolutions set out in the notice of the Annual General Meeting dated April 24, 2019 (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 <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS*		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2018.		
2.	(a) To re-elect Mr. WAN Hongjian as an executive director of the Company.		
	(b) To re-elect Mr. GUO Lijun as an executive director of the Company.		
	(c) To re-elect Mr. SULLIVAN Kenneth Marc as an executive director of the Company.		
	(d) To re-elect Mr. MA Xiangjie as an executive director of the Company.		
	(e) To re-elect Mr. LEE Conway Kong Wai as an independent non-executive director of the Company.		
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.		
4.	To re-appoint Ernst & Young as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorize the board of directors of the Company to fix their remuneration.		
5.	To declare a final dividend of HK\$0.15 per share of the Company for the year ended December 31, 2018.		
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution.		
7.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution.		
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.		

Date: \_\_\_\_\_, 2019 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**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 of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY**. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the articles of association of the Company. 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 on any resolution properly put to the Annual General Meeting 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 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 Annual General Meeting (i.e. before 3:30 p.m. on Sunday, May 26, 2019) or any adjournment thereof.
- Where there are joint holders of any share, any one of such joint holders may vote at the Annual General Meeting, 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 Annual General Meeting 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 Annual General Meeting in person to represent you.
- Completion and return of this form of proxy shall not preclude you from attending the Annual General Meeting and voting in person at the Annual General Meeting 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.

\* The full text of the resolutions is set out in the Notice.