



UDL HOLDINGS LIMITED

太元集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 620)

FORM OF PROXY

Form of Proxy for use at the Special General Meeting to be held on 25 January 2016

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ share(s)
of HK\$0.50 each in the share capital of UDL Holdings Limited (the "Company") hereby appoint the Chairman of the
special general meeting (the "SGM") of the Company or (Note 3) _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the SGM to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 25 January 2016 at 10:00 a.m. (or any adjournment thereof) on the undermentioned resolutions as indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	(a) To approve the increase in authorised share capital of the Company from HK\$240,000,000 divided into 480,000,000 Shares of par value HK\$0.50 each ("Shares") to HK\$2,500,000,000 divided into 5,000,000,000 Shares by the creation of 4,520,000,000 new Shares which are to rank pari passu with the existing Shares in all respect; and (b) to authorise the directors of the Company (the "Directors") to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid increase in authorised share capital of the Company.		
2.	Re-election of Directors		
	(a) To re-elect Mr. Lu Jianzhong as an executive director of the Company.		
	(b) To re-elect Mr. Yang Xingwen as an executive director of the Company.		
	(c) To re-elect Mr. Jean-Guy Carrier as a non-executive director of the Company.		
	(d) To re-elect Mr. Tse Yung Hoi as a non-executive director of the Company.		
	(e) To re-elect Mr. Wang Shi as a non-executive director of the Company.		
	(f) To re-elect Mrs. Law Fan Chiu Fun, Fanny as an independent non-executive director of the Company.		
	(g) To re-elect Mr. Tsui Yiu Wa, Alec as an independent non-executive director of the Company.		
SPECIAL RESOLUTIONS		For (Note 4)	Against (Note 4)
3.	(a) To approve the change of English name of the Company from "UDL Holdings Limited" to "DTXS Silk Road Investment Holdings Company Limited" and upon the proposed change of the Company's English name becoming effective, the adoption of the Chinese name of "大唐西市絲路投資控股有限公司" in replacement of "太元集團有限公司" as the secondary name of the Company; and (b) to authorise the Directors to do all things, including but not limited to the execution of all documents and exercise of the powers of the Company which the Directors may deem to be necessary or desirable to effect the aforesaid name change of the Company.		

Dated this _____ day of _____ 2015

Signature(s) x _____ x (Notes 5 to 9):

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified.
- A proxy needs not be a member of the Company. If you wish to appoint some person other than the chairman of the SGM as your proxy, please delete the words "the chairman of the Special general meeting (the "SGM") of the Company or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the SGM is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for the resolutions set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution set out above, please tick ("✓") the box marked "Against". If you wish to vote only part of the number of Shares in respect of which the proxy is so appointed, please state the exact number of Shares in lieu of tick ("✓") in the relevant box. If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than that referred to in the notice convening the SGM.
- In the case of joint registered holders of Shares, any one of such joint registered holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint registered holders are present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM or any adjournment thereof.
- Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person(s) who sign(s) the form.