



世大控股有限公司
GREAT WORLD COMPANY HOLDINGS LTD
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8003)

FORM OF PROXY FOR USE
AT THE ANNUAL GENERAL MEETING — 1 AUGUST 2014

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ ordinary shares of
HK\$0.10 each in the capital of Great World Company Holdings Ltd (the “Company”), **HEREBY APPOINT** ^(note 3) the chairman of the annual
general meeting, or _____
of _____

as my/our proxy to attend for me/us at the annual general meeting (and at any adjournment thereof) of the Company to be held on 1 August 2014 at 11:00 a.m. at Suite 6705, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTIONS | FOR ^(note 4) | AGAINST ^(note 4) |
|----|---|-------------------------|-----------------------------|
| 1. | To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors for the year ended 31 March 2014. | | |
| 2. | To re-elect Mr. Tong Wang Shun as an executive director. | | |
| 3. | To re-elect Mr. Lau Ching Wai, Peter as an independent non-executive director. | | |
| 4. | To authorise the board of directors to fix the remuneration of the directors of the Company. | | |
| 5. | To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration. | | |
| 6. | To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company. | | |
| 7. | To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company. | | |
| 8. | To extend the general mandate to the directors of the Company to allot, issue and deal with shares of the Company of an amount not exceeding the amount of the shares repurchased by the Company. | | |

Signature(s) ^(note 5) _____

Date _____

Notes

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. 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 of the Company registered in your name(s).
3. If any proxy other than the chairman of the annual general meeting is preferred, please strike out “the chairman of the annual general meeting, or” and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
5. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
6. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
8. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M/E, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.