



ADDCHANCE HOLDINGS LIMITED

互益集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 3344)

Form of Proxy for Extraordinary General Meeting

I/We,¹ _____
of _____
being holder(s) of² _____ shares of HK\$0.01 each in the capital of ADDCHANCE HOLDINGS LIMITED
(the "Company") hereby appoint³ the Chairman of the meeting or _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Room 1118, 11/F, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong at 9:30 a.m. on Friday, 17 March 2017 or at any adjournment thereof in respect of the resolution set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve, confirm and ratify the First Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the First Subscription Shares.		
2.	Subject to the passing of the ordinary resolution no. 1 above, to approve the Whitewash Waiver.		
3.	To approve, confirm and ratify the Second Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Second Subscription Shares.		
4.	To approve, confirm and ratify the Third Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Third Subscription Shares.		
5.	To approve, confirm and ratify the Fourth Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Fourth Subscription Shares.		

Dated this _____ day of _____ 2017.

Signature(s)⁶: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- 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 is present at the meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The full text of the resolution appears in the notice of meeting dated 28 February 2017.
- Completion and return of this proxy will not preclude you from attending and voting in person at the meeting or any adjustment thereof should you so wish, and in such event, the instrument appointing the proxy will be deemed to have been revoked.