



E-COMMODITIES HOLDINGS LIMITED

易大宗控股有限公司

(formerly known as “WINSWAY ENTERPRISES HOLDINGS LIMITED 永暉實業控股股份有限公司”)
(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1733)

PROXY FORM

Form of proxy for use at the Annual General Meeting of E-Commodities Holdings Limited (the “Company”) to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 2 June 2017 at 10:00 a.m. and at any adjournment of the meeting.

I/We, ^(note 1) _____
of _____,
being registered holder(s) of ^(note 2) _____ shares of no par value of the Company, hereby appoint ^(note 3) _____

of _____
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 2 June 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit ^(note 4).

Unless otherwise indicated, capitalised terms used herein shall have the meaning as those defined in the Company’s circular dated 28 April 2017 (the “Circular”).

Ordinary Resolutions		For	Against
1.	To receive and consider the audited consolidated financial statements and the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2016.		
2.	To declare a final dividend for the year ended 31 December 2016.		
3.	(1) To re-elect Ms. Cao Xinyi as a Director.		
	(2) To re-elect Ms. Zhu Hongchan as a Director.		
	(3) To re-elect Mr. Wang Yaxu as a Director.		
	(4) To re-elect Mr. Wang Wengang as a Director.		
	(5) To re-elect Mr. Guo Lisheng as a Director.		
	(6) To re-elect Mr. Gao Zhikai as a Director.		
	(7) To authorise the Board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. KPMG, Certified Public Accountants, as auditors of the Company (the “Auditors”) and to authorise the Board of Directors to fix the Auditors’ remuneration.		
5.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20 per cent. of the existing issued shares of the Company (the “General Mandate”).		
	(B) To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the existing issued shares of the Company (the “Repurchase Mandate”).		
	(C) To issue under the General Mandate an additional number of shares representing the number of shares repurchased under the Repurchase Mandate.		
	(D) To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company under the Restricted Share Unit Scheme.		

Dated: _____ 2017

Signature ^(note 5) _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any 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.
- To be valid, this completed and signed proxy form and the relevant power of attorney (if any) or other authority (if any), or a notarially certified copy of such power or authority, shall be lodged with the Company’s registrar 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 the meeting or adjourned meeting (as the case may be).
- A Shareholder entitled to attend and vote at a 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 Shareholder to speak at the meeting. A proxy need not be a member of the Company. A Shareholder may appoint any number of proxies to attend in his stead at any one general meeting.
- Delivery of this form of proxy shall not preclude you from attending and voting in person at the meeting or poll concerned and, in such event, this form of proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- The description of the resolutions is by way of summary only. The full text appears in the notice convening the meeting, which is set out in the Circular.