



The 13 Holdings Limited
十三集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 577)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING
(THE “MEETING”) TO BE HELD ON FRIDAY, 9TH FEBRUARY 2018 AT 10:00 A.M.**

I/We, ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ shares of HK\$2.00 each in the capital of The 13 Holdings Limited (the “Company”), hereby appoint ^(Note 3) the Chairman of the Meeting or, failing him _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 9th February 2018 at 10:00 a.m. and at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (the “Notice”) dated 24th January 2018 as indicated below ^(Note 4). My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the Notice.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the Capital Reorganisation and the transactions contemplated thereunder in terms as set out in special resolution number 1 in the Notice.		
ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	To approve the Rights Issue and the transactions contemplated thereunder (including the Underwriting Agreement) in terms as set out in ordinary resolution number 2 in the Notice.		

* The full text of each resolution is set out in the Notice.

Dated this _____ day of _____ 2018. Shareholder’s Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please 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 duly initialled by the person(s) who sign(s) it.**
4. **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.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person authorised to sign the same.
6. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
8. A proxy need not be a shareholder of the Company.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof), and in such event, the proxy form shall be deemed to be revoked.