

POWERWELL PACIFIC HOLDINGS LIMITED
宏峰太平洋集團有限公司
(incorporated in Bermuda with limited liability)
(Stock code: 8265)

Form of proxy for use at the annual general meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
of HK\$0.1 each of the abovenamed Company (the “Company”) **HEREBY APPOINT**³ _____
of _____
or failing him, the chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Monday, 4 May 2015 at 10:00 a.m. (or any adjournment thereof) in respect of the resolutions set out in the notice convening such meeting as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the Directors of the Company and the Company’s independent auditor for the year ended 31 December 2014.		
2.	(a) To re-elect Mr. Fei Jie as an Executive Director of the Company.		
	(b) To re-elect Mr. Fung Chi Kin as an Executive Director of the Company.		
	(c) To re-elect Mr. Cheung Siu Wah as an Independent Non-executive Director of the Company.		
	(d) To re-elect Mr. Jim Yiu Ming as an Independent Non-executive Director of the Company.		
	(e) To re-elect Mr. Sit Sai Hung, Billy as an Independent Non-executive Director of the Company.		
	(f) To authorise the Board of Directors of the Company to fix the Directors’ remuneration.		
3.	To re-appoint BDO Limited as the Company’s auditor for the ensuing year and to authorise the Board of Directors of the Company to fix its remuneration.		
4.	To grant a general mandate to the Directors of the Company to allot, issue and deal with the Company’s shares. [#]		
5.	To grant a general mandate to the Directors of the Company to repurchase the Company’s shares. [#]		
6.	To add the aggregate nominal value of the shares repurchased by the Company to the mandate granted to the Directors of the Company under resolution numbered 4 above. [#]		

Dated this _____ day of _____ 2015 Signature(s)⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 2. Please insert the number of shares of HK\$0.1 each 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. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“√”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“√”) IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting or any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
 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 signed either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
 6. In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders is present at the 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 holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
 7. To be valid, this form of proxy, and (if required by the Board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time for holding the meeting.
 8. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the meeting should you so wish and in such event, this form of proxy shall be deemed to be revoked.
- [#] Full text of the resolution is set out in the notice of annual general meeting appended to a circular to shareholders dated 26 March 2015.