



WO KEE HONG (HOLDINGS) LIMITED

和記行(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 720)

Form of proxy for use at the Special General Meeting to be held
at Crystal Rooms I & II, 30th Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong at
10:00 a.m. on Thursday, 6 August 2009 or any adjournment thereof

I/We¹ _____ of _____
being holder(s) of _____² shares of HK\$0.10 each in the capital of WO KEE HONG (HOLDINGS) LIMITED
(the "Company"), HEREBY APPOINT the Chairman of the meeting³ or _____
of _____
as my/our proxy to act for me/us at the Special General Meeting of the Company, to be held at Crystal Rooms I & II, 30th
Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong at 10:00 a.m. on Thursday, 6 August 2009
or any adjournment thereof, to vote for me/us and in my/in our name(s) in respect of the resolutions set out in the notice
concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR ⁴	AGAINST ⁴
1 To approve, ratify and confirm the conditional subscription agreement (the "Subscription Agreement") dated 1 July 2009 between the Company and Dr. Richard Man Fai LEE (the "Subscriber") pursuant to which, inter alia, the Subscriber agreed to subscribe up to a maximum of 50,000,000 new shares of HK\$0.10 each (the "Subscription Shares") of the Company in three tranches of not less than 15,000,000 Subscription Shares each (except where the tranche comprised of the remaining number of the Subscription Shares) at a price of HK\$0.28 per Subscription Share and to approve and authorise the directors of the Company to issue and allot the Subscription Shares pursuant to and in accordance with the terms and conditions of the Subscription Agreement and to take such actions or execute such documents to effect the allotment and issue of the Subscription Shares and to do such other things and to take all such action the Directors may consider necessary or desirable for the purpose of giving effect to the Subscription Agreement.		
2 To approve, ratify and confirm the conditional placing agreement (the "Placing Agreement") dated 1 July 2009 between the Company and Tanrich Capital Limited (the "Placing Agent") pursuant to which, inter alia, the Company agrees to place, through the Placing Agent, on a best effort basis, up to a maximum of 100,000,000 new shares of HK\$0.10 each (the "Placing Shares") of the Company in three tranches of not less than 30,000,000 Placing Shares each (except where the tranche comprised of the remaining number of the Placing Shares) at a price of HK\$0.28 per Placing Share and to approve and authorise the directors of the Company to issue and allot the Placing Shares pursuant to and in accordance with the terms and conditions of the Placing Agreement and to take such actions or execute such documents to effect the allotment and issue of the Placing Shares and to do such other things and to take all such action the Directors may consider necessary or desirable for the purpose of giving effect to the Placing Agreement.		

Dated the _____ day of _____, 2009 Signature(s)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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your 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 that 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 either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. In case of 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 are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. A shareholder entitled to attend and vote at the meeting may appoint another person as his proxy and vote in his stead. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting or upon the poll concerned if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* for identification purposes only