



WAI KEE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 610)

Form of proxy for use at the Special General Meeting (the “Meeting”) (or at any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____
share(s) of HK\$0.10 each in the issued share capital of Wai Kee Holdings Limited (the “Company”), hereby appoint the Chairman of
the Meeting or³ _____
of _____
as my/our proxy to attend and vote for me/us on my/our behalf at the Meeting of the Company to be held at Unit 1103, 11th Floor,
East Ocean Centre, 98 Granville Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 24 October 2024 at 11:00 a.m. (or at any
adjournment thereof) in respect of the resolutions set out in the notice convening the said Meeting as indicated below or, if no such
indication is given, as my/our proxy thinks fit and on any other resolution(s) properly put to the Meeting. Capitalised terms used herein
shall have the same meanings as those defined in the circular of the Company dated 8 October 2024 unless otherwise specified.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve the JV Agreement and the transactions contemplated thereunder (including the JV Sub-Contract and the Titan Sub-Contract).#		

The full text of the resolution is set out in the notice of Meeting.

Dated this _____ day of _____ Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint holders, the names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this instrument appointing a proxy will be deemed to relate to all such shares of the Company registered in your name(s).
3. Any Member entitled to attend and vote at the Meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member may appoint a proxy in respect of part only of his holding of shares in the Company. If any proxy other than the Chairman of the Meeting is appointed, strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a Member of the Company.
4. **IMPORTANT:** If you wish to vote for a resolution, tick the box marked “FOR”. If you wish to vote against the resolution, tick the box marked “AGAINST”. Failure to complete a box will entitle your proxy to cast your vote(s) at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
5. This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the name.
6. In the case of joint holders of a share, 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, 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. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of Tricor Secretaries Limited, the Company’s branch share registrar in Hong Kong, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote and in default the instrument appointing a proxy shall not be treated as valid.
8. Any alteration made to this instrument appointing a proxy must be initialled.
9. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
10. No refreshments will be served at the meeting venue and the Company will not distribute any corporate gift at the Meeting.
11. A circular containing further details regarding the resolution above has been published on the website of the Company (www.waikee.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).