

# WALKERGROUP

## WALKER GROUP HOLDINGS LIMITED

### 盈進集團控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1386)

#### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 13 JANUARY 2017

I/We,<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary  
shares of HK\$0.10 each in the capital of Walker Group Holdings Limited (the “Company”), HEREBY APPOINT<sup>(3)</sup> the chairman of the  
meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us at the extraordinary general meeting or any adjournment thereof (as the case may be) of the Company to  
be held at Room 638, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on  
Friday, 13 January 2017 at 2:30 p.m. or at any adjournment thereof (as the case may be) to vote on my/our behalf in respect of the undermentioned  
resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION <sup>(11)</sup>		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	To approve the change of the English name of the Company from “Walker Group Holdings Limited” to “Vestate Group Holdings Limited” and to adopt the Chinese name of “國投集團控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “盈進集團控股有限公司”.		
ORDINARY RESOLUTION <sup>(11)</sup>		For <sup>(4)</sup>	Against <sup>(4)</sup>
2.	To approve the termination of the existing share option scheme of the Company and adoption of the new share option scheme of the Company		

Signature<sup>(5)</sup>: \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 201\_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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).
- 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 initialed by the person(s) who sign(s) it.
- Please indicate with an “✓” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain, at his discretion.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will 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 of the Company in respect of the joint holding.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited (the “**HK Registrar**”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding the above meeting or any adjournment meeting thereof.
- A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
- The chairman of the meeting will demand a poll on each of the resolutions submitted for determination at the above meeting. On a poll, every member present in person or by a duly authorized corporate representative or by proxy shall have one vote for every share held by him/her.
- Completion and return of this form will not preclude you from attending and voting in person at the above meeting and/or any adjournment thereof and in such event, this form of proxy shall be deemed to be revoked
- The description of the resolutions is by way of summary only. Please refer to the notice of extraordinary general meeting dated 20 December 2016 for the full text of the resolutions.

\* For identification purposes only

**“PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the ‘**Purposes**’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company or the HK Registrar at the above address.”