



**UNION ASIA  
ENTERPRISE HOLDINGS LTD  
萬亞企業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 8173)

**Form of proxy for use at the Annual General Meeting to be held on Thursday, 8 June 2017  
at 11:30 a.m. (or at any adjournment thereof)**

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.08 each  
in the capital of Union Asia Enterprise Holdings Limited (the "Company"), hereby appoint <sup>(Note 3)</sup> the chairman of the AGM  
(as defined below) or \_\_\_\_\_ of \_\_\_\_\_  
or failing him, \_\_\_\_\_ of \_\_\_\_\_

to act 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 Room 2703, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Thursday, 8 June 2017 at 11:30 a.m., or at any adjournment thereof (the "AGM") on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy or proxies think(s) fit. My/our proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than the under-mentioned resolutions:

| ORDINARY RESOLUTIONS |  | FOR <sup>(note 4)</sup> | AGAINST <sup>(note 4)</sup> |
|----------------------|--|-------------------------|-----------------------------|
| 1.                   | To receive, consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2017.                    |                         |                             |
| 2.                   | To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.  |                         |                             |
| 3.                   | To re-appoint Elite Partners CPA Limited as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.             |                         |                             |
| 4A.                  | To grant to the directors of the Company the general mandate to issue new shares.  |                         |                             |
| 4B.                  | To grant to the directors of the Company the general mandate to repurchase shares.   |                         |                             |
| 4C.                  | To extend the general mandate to issue new shares under resolution no. 4A by adding the number of shares repurchased by the Company pursuant to resolution no. 4B. |                         |                             |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- (2) Please insert the number of shares of the Company registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman of this meeting is preferred, please strike out "chairman of the AGM (as defined below) 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 who signs it.
- (4) Please indicate with an "X" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. 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. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, if the appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (6) 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.
- (7) 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 delivered to the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting, and in default thereof this form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (8) A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.
- (9) Completion and deposit of the proxy form will not preclude you from attending and voting in person at the AGM if you wish.