

WAC HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8619)

SECOND PROXY FORM

For use at the annual general meeting to be held on Friday, 17 November 2023 (or any adjournment thereof)

I/We ^(Note a) _____
of _____
being the registered holder(s) of ^(Note b) _____
ordinary share(s) of HK\$0.01 each (the "Shares", each a "Share") of WAC Holdings Limited (the "Company") hereby appoint ^(Note c) _____
of _____
or failing him/her, the chairman of the annual general meeting of the Company (the "AGM") to act as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at 3:00 p.m. on Friday, 17 November 2023 at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong (and at any adjournment thereof). I/we direct that my/our vote(s) be cast on the specified resolutions as indicated by a "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

ORDINARY RESOLUTIONS		FOR ^(Note d)	AGAINST ^(Note d)
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Man Kwok Hing as an executive director of the Company.		
	(b) To re-elect Mr. Choy Wai Shek, Raymond as an independent non-executive director of the Company.		
	(c) To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company.		
	(d) To re-elect Mr. Kazuya Yanagihara as an executive director of the Company.		
3.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with shares of the Company not exceeding 20% of the total number of issued shares of the Company.*		
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company.*		
6.	To extend the general mandate granted under resolution no. 4 by adding the shares of the Company to be repurchased pursuant to the general mandate granted by resolution no. 5 which shall not exceed 10% of the total number of issued shares of the Company.*		
SPECIAL RESOLUTION		FOR ^(Note d)	AGAINST ^(Note d)
7.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect and that any director or company secretary of the Company be authorised to do all things necessary to give effect to the proposed amendments and the adoption of the second amended and restated memorandum and articles of association of the Company.*		

* The full text of resolution nos. 4 to 7 are set out in the notice convening the AGM dated 20 September 2023.

Date: _____ 2023 Signature(s) ^(Notes e and f) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than chairman of the AGM is preferred, please strike out the words "the chairman of the annual general meeting of the Company (the "AGM")" and insert the name and address of the proxy. If no name is inserted, the chairman of the AGM 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If this proxy form when returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his/her discretion on any amendment of the resolutions put to the AGM.
- In the case of joint registered holders of any Share(s), this proxy form may be signed by any joint registered holder, but if more than one joint registered holders are present at the AGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered Share(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- This proxy form must be signed by the shareholder of the Company ("Shareholder"), or his attorney duly authorised in writing, or if the Shareholder is a corporation, either under seal or under the hand of an officer or attorney so authorised.
- To be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong SAR not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be) (the "Closing Time").
- Any alteration made to this proxy form should be initialed by the person who signs the form.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish. In such event, the proxy form should be deemed to be revoked.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 20 September 2023 (the "First Proxy Form") with the Company's Hong Kong branch share registrar, you are requested to lodge this second form of proxy if you wish to appoint proxy(ies) to attend and vote at the Annual General Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.
- If you have already lodged the First Proxy Form with the Company's Hong Kong branch share registrar, please take note of the following:
 - subject to (iii) below, if this second form of proxy is not lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by you if correctly completed and signed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed appointment of Mr. Kazuya Yanagihara as an executive Director as set out in the supplemental notice of the Meeting, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - if this second form of proxy is lodged with the Company's Hong Kong branch share registrar before the Closing Time, this second form of proxy, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by you. This second form of proxy will be treated as a valid form of proxy lodged by you;
 - if this second form of proxy is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this second form of proxy will be invalid. The proxy so appointed by you under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if this second form of proxy was not lodged with the Company's Hong Kong branch share registrar.

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 AGM 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong SAR.