

New Wisdom Holding Company Limited 新智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF NEW WISDOM HOLDING COMPANY LIMITED (THE “COMPANY”) TO BE HELD ON FRIDAY, 7 SEPTEMBER 2018 AT 11:00 A.M. AT 2/F, J PLUS, 35-45B BONHAM STRAND, SHEUNG WAN, HONG KONG (AND ANY ADJOURNMENT THEREOF) (THE “AGM”)

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares (the “Shares”) of HK\$0.01 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE AGM⁽³⁾** or _____
of _____
as my/our proxy, to attend and act for me/us and on my/our behalf at the AGM⁽⁴⁾ for the purpose of considering and, if thought fit, passing the resolutions to be put to the AGM as set out in the notice of the AGM dated 8 August 2018 (the “Resolutions”) and at the AGM to vote on behalf of me/us and in my/our name(s) in respect of such Resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	For ⁽⁵⁾	Against ⁽⁵⁾
1. To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the financial year ended 31 March 2018.		
2. (a) To re-elect Mr. Deng Guozhen as an independent non-executive Director of the Company; and (b) To re-elect Mr. Zeng Shiquan as an independent non-executive Director of the Company.		
3. To authorise the Board of Directors to fix the ordinary remuneration of the Directors of the Company for the year ending 31 March 2019.		
4. To appoint PKF Hong Kong Limited, Certified Public Accountants as the auditors of the Company and to authorise the Directors of the Company to fix the remuneration of the auditors.		
5. To grant a general mandate to the Directors of the Company to allot, issue and/or deal with the Shares.		
6. To grant a general mandate to the Directors of the Company to repurchase the Shares.		
7. To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution no. 5 by the amount of the Shares repurchased by the Company pursuant to resolution no. 6.		

Dated this _____ day of 2018 Signature(s)^(6, 7 and 8): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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 Shares 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 AGM or” and insert the name and address of the proxy in the space provided. If no amendment is made, the Chairman of the AGM shall be deemed to have been appointed as your proxy. The proxy appointed by you need not be a member of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. If you attend and vote at the AGM, the authority given to your proxy by this form of proxy will be revoked.
5. **IMPORTANT:** If you wish to vote for a resolution, please put a tick in the relevant box under “For”. If you wish to vote against a resolution, please put a tick in the relevant box under “Against”. If no direction is given as to how the proxy shall vote on any particular resolution, your proxy will be entitled to exercise his/her discretion as to whether he/she votes and, if so, how. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may in his/her absolute discretion consider appropriate) in respect of any business which might arise at the AGM.
6. In order to be valid, this form of proxy accompanied by a power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.
7. In the case of joint registered holders, the vote of the senior who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of the other joint holders(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
8. 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 executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised to sign the same.