

MIDAS HOLDINGS LIMITED

(Incorporated in Singapore with limited liability)
(Company Registration Number: 200009758W)
(Singapore Stock Code: 5EN)
(Hong Kong Stock Code: 1021)

IMPORTANT:

CPF Investors:

1. For investors who have used their CPF monies to buy shares of Midas Holdings Limited, the Circular dated 30 March 2016 is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 30 March 2016.

PROXY FORM

*I/We, _____
of _____
being a *member/members of Midas Holdings Limited (the "Company"), hereby appoint *Mr/Mrs/Ms:

Name	Address	NRIC/ Passport No.	Proportion of Shareholding	
			No. of Shares	%

*and/or failing *him/her (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholding	
			No. of Shares	%

or failing *him/her, the Chairman of the EGM as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the EGM of the Company to be held on 29 April 2016 at 10.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.00 a.m. on the same day and at the same venue) at SAFRA Mount Faber, 2 Telok Blangah Way, Crystal Room 1-3, Singapore 098803, and at any adjournment thereof.

*I/We direct *my/our proxy/proxies to vote for or against the ordinary resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Resolution	**No. of votes "For"	**No. of votes "Against"
<u>Ordinary Resolution 1</u> To approve the Proposed Acquisition		
<u>Ordinary Resolution 2</u> To approve the proposed issue of the Consideration Shares under specific mandate		
<u>Ordinary Resolution 3</u> To approve the proposed Midas Performance Share Plan 2016		

* Delete accordingly

** If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please insert the relevant number of Shares in the boxes provided.

Signed this _____ day of _____ 2016.

Total Number of Shares in:	No. of Shares:
(a) CDP register	
(b) Register of Members	

Signature of Member(s) or Common Seal of Corporate Member

NOTES:

1. A member should insert the total number of Shares held. If the member has Shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he should insert that number of Shares. If the member has Shares registered in his name in the Register of Members, he should insert that number of Shares. If the member has Shares entered against his name in the Depository Register as well as Shares registered in his name in the Register of Members, he should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by the member.
2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member of the Company appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. The instrument appointing a proxy or proxies that has been executed by a member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be lodged at the registered office of the Company at 4 Shenton Way, #18-03 SGX Centre 2, Singapore 068807 (for Singapore Shareholders), or at the Hong Kong share registrar of the Company, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders), not less than forty-eight (48) hours before the time appointed for the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.
7. The Company shall be entitled to reject this instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the EGM, as certified by CDP to the Company.
8. Terms not defined herein have the meanings ascribed to them in the Circular dated 30 March 2016.
9. A Depositor's name must appear on the Depository Register maintained by CDP at least forty-eight (48) hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

麥達斯控股有限公司

(於新加坡註冊成立的有限公司)
(公司註冊編號：200009758W)
(新加坡股份代號：5EN)
(香港股份代號：1021)

代表委任表格

重要事項：

CPF投資者：

- 就使用其CPF款項購買麥達斯控股有限公司股份的投資者而言，日期為二零一六年三月三十日的通函是應CPF認可代名人的要求向彼等發出，只供彼等參考。
- 本代表委任表格並非供CPF投資者使用，彼等使用或聲稱使用本代表委任表格作任何目的和用途均不具任何效力。

個人資料私隱

一經呈交委任受委代表及／或代表的文據，即表示股東接受及同意日期為二零一六年三月三十日的特別股東大會通告所載個人資料私隱條款。

*本人／吾等_____

地址為_____

乃麥達斯控股有限公司(「本公司」)的*股東，茲委任*先生／夫人／女士：

姓名	地址	居民證／ 護照號碼	股權百分比(%)	
			股份數目	%
及／或(請刪去不適用者)				

或委任特別股東大會主席為*本人／吾等的受委代表，*代表本人／吾等於本公司於二零一六年四月二十九日上午十時正（或本公司將於同日上午九時正於同一地點召開的股東週年大會或其續會結束後儘快）假座SAFRA Mount Faber, 2 Telok Blangah Way, Crystal Room 1-3, Singapore 098803舉行的特別股東大會或其任何續會上投票。

*本人／吾等指示*本人／吾等的受委代表按下文所列的於特別股東大會上提呈的普通決議案投贊成或反對票。如並無就投票作出特定指示，或特別股東大會及其任何續會提出的任何其他事宜，則*受委代表可*酌情投票或放棄投票。

重要事項：請於填寫本代表委任表格前細閱背頁內容

決議案	**「贊成」票數	**「反對」票數
第1項普通決議案 批准建議收購事項		
第2項普通決議案 批准建議根據特別授權發行代價股份		
第3項普通決議案 批准建議採納二零一六年麥達斯績效股份計劃		

* 相應刪除

** 倘閣下欲以全部票數就有關決議案投「贊成」或「反對」票，請於相應空欄內填上(√)號。倘閣下欲就有關決議案同時投「贊成」和「反對」票，請於相應空欄內填入有關股份數目。

簽署日期：二零一六年_____月_____日

於以下股東名冊中記錄的股份總數：	股份數目：
(a) CDP股東名冊	
(b) 股東名冊	

股東簽署或公司印鑑

附註：

1. 股東須填上所持有的股份總數。倘股東在存託人股東名冊(定義見新加坡法例第50章公司法第130A條)內有以其名義登記的股份，彼應填上該等股份數目。倘股東在股東名冊內有以其名義登記的股份，彼應填上該等股份數目。倘股東分別在存託人股東名冊及股東名冊內有以其名義登記的股份數目，則應填上股份總數。倘未有填上股份數目，則本代表委任表格將被視為與其持有的所有股份有關。
2. 本公司的股東有權委任一名以上代表代其出席特別股東大會及於大會上投票。受委代表毋須為本公司的股東。
3. 倘本公司的股東委任一名以上代表，除非股東列明每名受委代表所代表的其股份比例(以佔全部股權的百分比形式列示)，否則第一名受委代表須被視為代表本公司100%的股份比例，而第二名受委代表須被視為可替代第一名受委代表。
4. 經股東簽署的代表委任表格，連同授權書或授權文件(如有)的核證本最遲須於特別股東大會指定舉行時間四十八(48)小時前送達本公司的註冊辦事處(就新加坡股東而言)，地址為4 Shenton Way, #18-03 SGX Centre 2, Singapore 068807，或本公司的香港證券登記處寶德隆證券登記有限公司(就香港股東而言)，地址為香港北角電氣道148號31樓。股東寄發代表委任表格後，仍可依願親身出席特別股東大會並於會上表決。屆時有關代表委任表格將視為作廢。
5. 代表委任表格須經委任人或其書面正式授權的授權人簽署。倘代表委任表格的簽署人為一間公司，則須以其公司印鑑或其正式授權的公司職員或授權人代其簽署。
6. 股東如為一間公司，亦可以決議案形式授權其董事或其認為合適的其他監管組織，根據公司法第179條以其代表的身份於特別股東大會行事。
7. 本公司有權拒絕受理任何未填寫完整、未填妥或不清晰，或委任人於本委任代表文據內指示的真正意向無法獲確定的委任代表文據。此外，就登記於存託人股東名冊內的股份而言，倘該股東(即委任人)未能於指定舉行特別股東大會的時間四十八(48)小時前證明並經CDP向本公司核實於存託人股東名冊內以其名義登記的股份，本公司可拒絕受理任何該等委任代表文據。
8. 本代表委任表格的未定義詞彙與日期為二零一六年三月三十日的通函具相同涵義。
9. 為有權出席特別股東大會並於會上投票，存託人必須於指定舉行特別股東大會的時間四十八(48)小時前名列由CDP保管的存託人股東名冊內。