



翠華集團[®]
TSUI WAH GROUP

Tsui Wah Holdings Limited
翠華控股有限公司

(Incorporated in the Cayman Islands with limited liability)
 (Stock Code: 1314)

**FORM OF PROXY FOR USE IN CONNECTION WITH THE ANNUAL GENERAL MEETING
 TO BE HELD AT 24/F., ADMIRALTY CENTRE I, 18 HARCOURT ROAD, HONG KONG,
 ON 23 AUGUST 2019 AT 3:00 P.M. OR AT THE ADJOURNMENT THEREOF**

I/We (Name) _____ (Note 1)

of (address) _____ (Note 1)

being the registered holder(s) of _____ (Note 2) ordinary shares of HK\$0.01 each in the capital of **Tsui Wah Holdings Limited** (the "Company" and the "Shares", respectively), HEREBY APPOINT (Note 3) **THE CHAIRMAN OF THE MEETING** or (Name) _____

of (address) _____

as my/our proxy to attend at the annual general meeting of the Company (the "Meeting") (and at the adjournment thereof) to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 23 August 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting (the "Notice"), and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the reports of directors and the independent auditors of the Company for the financial year ended 31 March 2019.		
2.	To declare a final dividend of HK1.0 cent per Share in respect of the financial year ended 31 March 2019.		
3.	(i) To re-elect Ms. Lee Sin Ying as an executive director of the Company.		
	(ii) To re-elect Mr. Cheng Chung Fan as a non-executive director of the Company.		
	(iii) To re-elect Mr. Yang Dong John as a non-executive director of the Company.		
	(iv) To re-elect Mr. Tang Man Tsz as an independent non-executive director of the Company.		
4.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company (the "Directors") for the year ending 31 March 2020.		
5.	To re-appoint Ernst & Young as the independent auditors of the Company and to authorise the Board to fix their remuneration.		
6.	To grant a general and an unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares.		
7.	To grant a general and an unconditional mandate to the Directors of the Company to repurchase Shares.		
8.	Conditional upon the passing of resolutions no. 6 and 7 set out in the notice convening the Meeting (the "Notice"), to extend the general mandate granted by resolution no. 6 by adding thereto the Shares repurchased pursuant to the general mandate granted by resolution no. 7.		

* For the full text of the proposed resolution, please refer to the Notice as contained in the Company's circular dated 19 July 2019.

Date: _____

Signature: _____

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). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out "THE CHAIRMAN OF THE MEETING or" herein stated and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. A proxy need not be a member of the Company (the "Member") but must attend the Meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS THE PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all of the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice. If you wish to vote part of your Shares for and part of your Shares against the relevant resolution, please insert the number of Shares in the relevant box.
- Any Member entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. A Member who holds more than one Share may appoint more than one proxy to attend on the same occasion.
- The form of proxy must be signed by the appointor or his/her/its attorney duly authorised in writing or, if such 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.
- In order to be valid, this form of proxy together with a power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be completed, signed and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or its adjournment.
- Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.
- Completion and delivery of this form of proxy shall not preclude any Member from attending and voting in person at the Meeting or its adjournment if you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "Ordinance")

The 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 (the "Purposes"). The Company may transfer your and your proxy's (or proxies') name(s) and address(es) to its agent, contractor, or third party service provider who provides administrative, computer and other services to it 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 Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.