



**TIAN CHANG GROUP HOLDINGS LTD.**  
**天長集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)  
 (Stock Code: 2182)

**FORM OF PROXY**  
**FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 30 MAY 2022**

I/We (Note 1) \_\_\_\_\_  
 of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.10  
 each in the capital of Tian Chang Group Holdings Ltd. (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the Meeting  
 or \_\_\_\_\_

of \_\_\_\_\_  
 as my/our proxy to attend and to vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Unit 6, 13/F Block B, Hoi Luen Industrial Centre, 55 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Monday, 30 May 2022 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice of Meeting (the "Notice") and at such meeting (or at any adjournment thereof) to vote for me/us and in the event of a poll to vote for me/us and in my/our name(s) 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 the directors and auditor of the Company thereon for the year ended 31 December 2021.		
2.	(a) To re-elect Ms. Poon Po Han Lisa as an executive director of the Company.		
	(b) To re-elect Mr. Ng Chi Wai as an independent non-executive director of the Company.		
	(c) To authorise the board of directors to fix the remuneration of directors.		
3.	To re-appoint Tandem (HK) CPA Limited as the auditor of the Company and authorise the board of directors to fix its remuneration.		
4.	To declare and approve a final dividend of HK2.0 cents per Share for the year ended 31 December 2021.		
5.	To adopt ordinary resolution no. 5 as set out in the Notice (to give a general mandate to the directors to issue shares in the Company).		
6.	To adopt ordinary resolution no. 6 as set out in the Notice (to give a general mandate to the directors to repurchase shares in the Company).		
7.	To adopt ordinary resolution no. 7 as set out in the Notice (to extend the general mandate to the directors to issue shares in the Company).		
SPECIAL RESOLUTION			
8.	To approve the proposed amendments to the articles of association of the Company and the adoption of new set of amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.		

Email address of the Proxy: \_\_\_\_\_

Signature (Note 7) \_\_\_\_\_

Date: \_\_\_\_\_ 2022

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint shareholders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form ("Proxy Form") will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Meeting or" and insert the name, email address (for receiving the designated log-in username and password to attend on your behalf via the e-Meeting System) and address of the proxy desired. Any alteration made to this form of proxy, must be initialled by the person who signs it.
- Important: If you wish to vote for a resolution, tick in the relevant box marked "FOR". If you wish to vote against the resolution, tick in the box marked "AGAINST". Failure to tick a box will entitle your proxy, at his discretion, to cast your vote in respect of such resolution or abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice.
- To be valid, this form of proxy, duly signed, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "Share Registrar") not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- In the case of joint shareholders, any one of such joint shareholders may appoint the Chairman of the Meeting to vote by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint shareholders appoint the Chairman of the Meeting to vote by proxy, that one of the said persons whose name stands first in the register of members of the Company in respect of the relevant share shall alone be entitled to vote in respect thereof. ONE PAIR of log-in username and password will be provided to the joint holders for attending the AGM virtually via e-Meeting System. Any one of such joint holders may attend in respect of such share(s) as if he/she/it was solely entitled thereto.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised in writing.