



TOWN RAY HOLDINGS LIMITED

登輝控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1692)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 27 MAY 2022

I/We ^(Note 2) _____
of _____
being the registered holder(s) of ^(Note 3) _____ ordinary share(s)
(the “Shares”) of HK\$0.01 each in the share capital of **Town Ray Holdings Limited** (the “Company”) hereby appoint the chairman of
the AGM (as defined below), or ^(Note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held
at 11:00 a.m. on Friday, 27 May 2022 at 10th Floor, Block A, Chung Mei Centre, 15 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong
(or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions and special resolution as
set out in the notice convening the AGM (or any adjournment thereof) as indicated below or if no such indication is given, as my/our
proxy thinks fit and in respect of any other business that may properly come before the AGM (or any adjournment thereof):

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 6)	AGAINST ^(Note 6)
1.	To receive, consider and adopt the audited consolidated financial statements and reports of the directors and independent auditor of the Company and its subsidiaries for the year ended 31 December 2021.		
2.	To approve the payment of a final dividend of HK16.0 cents per Share for the year ended 31 December 2021.		
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix the auditor’s remuneration.		
4.	(a) To re-elect Mr. Yu Kwok Wai as an executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
	(b) To re-elect Dr. Chan Kam Kwong Charles as a non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.		
	(c) To re-elect Ms. Cheng Yuk Sim Connie as a non-executive director of the Company and authorise the board of directors of the Company to fix her remuneration.		
5.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with the Shares not exceeding the aggregate of 20% of the number of the issued Shares as at the date of passing this resolution.		
6.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to purchase or repurchase the Shares not exceeding the aggregate of 10% of the number of the issued Shares as at the date of passing this resolution.		
7.	To extend the general unconditional mandate granted to the directors of the Company under resolution numbered (5) above by an amount representing the number of the issued Shares purchased or repurchased by the Company pursuant to the general mandate under resolution numbered (6) above.		
SPECIAL RESOLUTION ^(Note 5)			
8.	Amending the Articles of Association of the Company with details set out in Appendix III to the Circular of the Company dated 20 April 2022.		

Dated this date: _____ of _____ 2022

Signature(s)^(Note 7): _____

Notes:

1. As no public Shareholder will be permitted to attend the AGM in person and Shareholders will not be allowed to cast their vote by electronic means at the AGM, Shareholders are strongly encouraged to exercise their rights to vote at the AGM by appointing the chairman of the AGM as their proxy according to voting instructions as indicated in their proxy form and return the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending the AGM electronically or any adjournment thereof should they so wish.
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
3. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
4. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
5. The description of these resolutions is by way of summary only. The full text appears in the notice convening the AGM.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any amendment to the resolutions referred to in the notice of the AGM which has been properly put to the AGM.
7. This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
8. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be) at which the person named in this form proposes to vote.
9. Where there are joint registered holders of any share of the Company, any one of such persons may vote by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders vote by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
10. The notice of the AGM is set out in the Company's circular dated 20 April 2022.

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 (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 authorised 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 and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.