



# Tycoon Group Holdings Limited

## 滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 25 MAY 2022 OR ANY ADJOURNMENT THEREOF

I/We <sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.01 each in the share capital of Tycoon Group Holdings Limited (the "Company") hereby appoint the chairman of the meeting <sup>(3)</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Commons Workshop, 28/F, Sunshine Plaza, 353 Lockhart Road, Wan Chai, Hong Kong on Wednesday, 25 May 2022 at 11 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and auditor of the Company for the year ended 31 December 2021.		
2(a).	To re-elect Ms. Li Ka Wa Helen as a non-executive Director.		
2(b).	To re-elect Mr. Lau Ka On David as a non-executive Director.		
2(c).	To re-elect Mr. Chung Siu Wah as an independent non-executive Director.		
2(d).	To re-elect Ms. Chan Ka Lai Vanessa as an independent non-executive Director.		
2(e).	To re-elect Mr. Mak Chung Hong as an independent non-executive Director.		
2(f).	To authorise the board (the "Board") of Directors to fix the respective Directors' remuneration.		
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the aggregate number of the Shares repurchased by the Company.		
SPECIAL RESOLUTION*		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
7.	To consider and approve the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company and to authorise any one director or company secretary of the Company to do all such acts and arrangements necessary to implement the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company.		

\* For full text of the above resolutions, please refer to the notice of Meeting dated 22 April 2022.

Date: \_\_\_\_\_ 2022 Signature(s) <sup>(5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must 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) to which this form of proxy relates. 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 words "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to complete the box 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 that referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised.
- In the case of 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 Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- 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 certified copy thereof, must be 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 by 11 a.m. on Monday, 23 May 2022 or not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be).
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, this form of proxy will be deemed to be revoked.
- The resolutions set out above will be put to vote at the Meeting by way of poll.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's names and addresses. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.