



CHINA TIANBAO GROUP DEVELOPMENT COMPANY LIMITED

中國天保集團發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1427)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, MAY 26, 2022 (OR ANY ADJOURNMENT THEREOF)

I/We (Name) ^(Note 2) _____ (Block capitals, please)

of (Address) _____

being the holder(s) of _____ ^(Note 1) shares of HK\$0.01 each in the share capital of

China Tianbao Group Development Company Limited (the “Company”), hereby appoint the chairman of the annual general meeting of the

Company (the “Chairman of the meeting”) or ^(Note 3) (Name) _____

of (Address) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at the Company’s conference room in Baoxin International Building, No. 33 Guanyun East Road, Zhuozhou, Hebei Province, the PRC on Thursday, May 26, 2022 at 9:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorized and instructed to vote as indicated ^(Note 5) in respect of the undermentioned resolutions:

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)
1.	To receive, consider and adopt the audited consolidated financial statements and the report of the directors and the report of independent auditor of the Company and its subsidiaries for the year ended December 31, 2021.		
2.	(a) To re-elect Ms. Wang Xinling as an executive director of the Company;		
	(b) To re-elect Mr. Li Yaruixin as an executive director of the Company;		
	(c) To re-elect Mr. Li Xu as an independent non-executive director of the Company.		
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.		
4.	To re-appoint Ernst & Young as the auditor of the Company, and to authorize the Board to fix its remuneration.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution. ^(Note 6)		
6.	To give a general mandate to the Directors to buy-back a total number of shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company). ^(Note 6)		

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)
7.	To extend the general mandate granted to the Directors in resolution 5, to issue, allot and deal with additional shares in the share capital of the Company, or add to the total number of shares which may be agreed conditionally or unconditionally to be allotted and issued of an amount representing the total number of shares purchased by the Company pursuant to the mandate referred to in resolution set out in resolution 6, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company). ^(Note 6)		
Special Resolution		For ^(Note 5)	Against ^(Note 5)
8.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt a new amended and restated memorandum and articles of association of the Company.		

Date: _____ 2022

Signature(s) ^(Note 4, 7, 8, 9 and 10): _____

Notes:

- 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 of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- A member may appoint more than one proxy of his/her own choice. A proxy needs not be a shareholder of the Company. If such an appointment is made, strike out the words "the chairman of the annual general meeting of the Company (the **"Chairman of the meeting"**) or", and insert the name(s) and address(es) of the person(s) appointed as proxy in space provided. **If no name is inserted, the Chairman of the meeting will act as your proxy.**
- If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote 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 convening the meeting.
- The full text of Resolutions 5 to 7 are set out in the notice of annual general meeting.
- This form of proxy shall be in writing under the hand of you or of your attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time for holding the meeting.
- The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

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. 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 annual general meeting of the Company (the **"Purposes"**). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company 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 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. 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 Computershare Hong Kong Investor Services Limited at the above address.